S1445-1-U

SEVENTIETH ANNUAL REPORT

OF THE

STATE BANK COMMISSIONER

OF

DELAWARE

1989

FOR THE FISCAL YEAR ENDED

JUNE 30, 1989

Keith H. Ellis
Commissioner

STATE OF DELAWARE
OFFICE OF THE STATE BANK COMMISSIONER
555 E. LOCKERMAN STREET, SUITE 210
DOVER, DELAWARE 19901

FAX NO. (302) 739-3609 TELEPHONE (302) 739-4235

The Honorable Michael N. Castle
Governor of the State of Delaware
Legislative Hall
Dover, DE 19901

Dear Governor Castle:

Pursuant to the provisions of 5 Del. C., Section 107, I have the honor of presenting the Seventieth Annual Report of the State Bank Commissioner for the year ended June 30, 1989.

Respectfully submitted,

KEITH H. ELLIS
State Bank Commissioner

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GEFERAL INFORMATION

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BANK COMMISSIONERS

NAME	TERM STARTED
George L. Medill	July 16, 1919
Harold W. Horsey	August 1, 1923
Ernest Muncy	April 1, 1936
Frank E. Lynch, Jr.	August 23, 1939
John C. Darby	August 25, 1943
Randolph Hughes	August 25, 1951
John W. Green	May 7, 1970
John E. Malarkey	January 17, 1977
Keith H. Ellis	June 13, 1988

COUNCIL ON BANKING

John F. Porter, III - Chairman
O. Francis Biondi, Esquire
F. James Hutchinson
William E. Pike
Joseph M. Moran - Secretary
J. Bayard Cloud
Clayton L. Ringler

OFFICE OF THE STATE BANK COMMISSIONER

KEITH H. ELLIS, STATE BANK COMMISSIONER

Office Staff

Susan L. Winters	Deputy Commissioner
Tony J. Walker	Administrative Assistant II
Donna L. Clark	Administrative Assistant I
Joan Micka	Secretary to the Commissioner
Carol A. Kirby	Compliance Examiner
Denise R. Porter	Consumer Complaints Technician
Sueann K. Austin	Consumer Complaints Technician
Donna Honeycutt	Licensing Secretary
Roberta J. Rummel	Secretary
Lois J. Dunning	Typist
Corinne Owen	Typist
Marcella A. Rinaldi	Receptionist

State Bank Examiners

W. Kirk Anderson	Laura N. Jones
John P. Antonelli	Larry W. Lester
Vaughn M. Banks	Robert K. Lower
Robert V. Brown	Patricia D. Marbury
Lore' Chambers	Lisa Naylor
Carol A. Collison	Catherine M. Sartell
Brian Howard	Linda K. Sellers

Jonathan L. Smith

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Office of the State Bank Commissioner

Receipts and Disbursements

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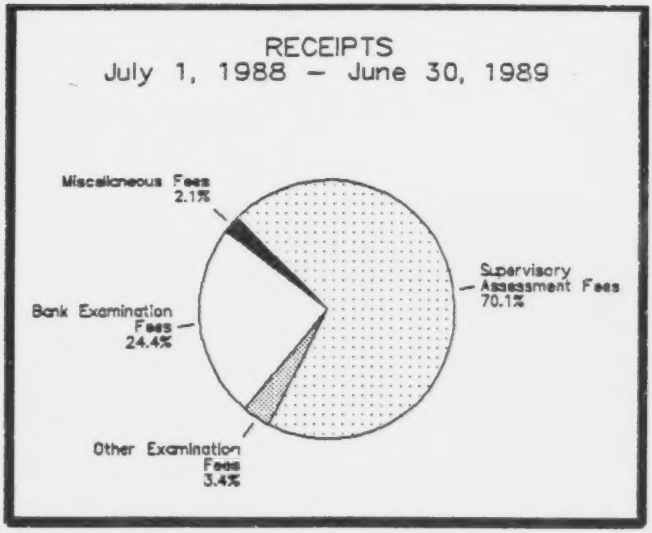
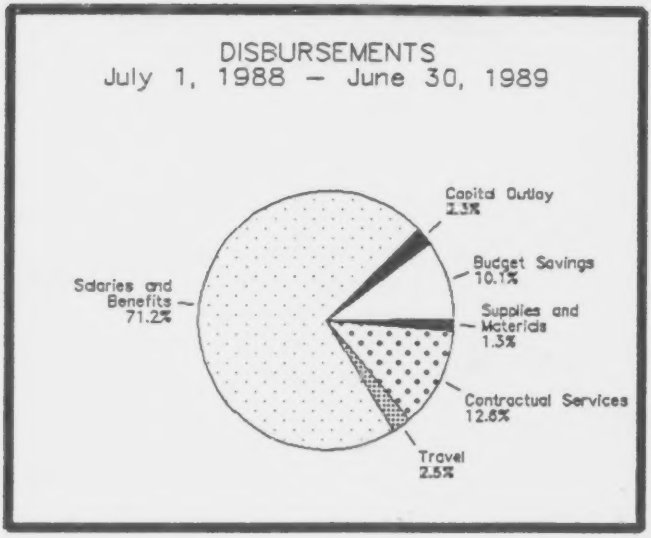

RECEIPTS
July 1, 1988 – June 30, 1989
Miscellaneous Fees
2.1%
Supervisory
Assessment Fees
70.1%
Bank Examination
Fees
24.4%
Other Examination
Fees
3.4%


DISBURSEMENTS
July 1, 1988 – June 30, 1989
Capital Outlay
2.3%
Budget Savings
10.1%
Supplies and
Materials
1.3%
Contractual Services
12.6%
Travel
2.5%
Salaries and
Benefits
71.2%

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AMENDMENTS TO TITLE 5

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AMENDMENTS TO TITLE 5 OF THE DELAWARE CODE
ENACTED DURING THE PERIOD 07/01/88 TO 06/30/89

Bill Number	Description	Laws of Delaware Citation
Senate Bill 216 as amended	Amended the minimum capital stock requirements for state-chartered banks	Volume 67, Chapter 55
House Bill 318	Increased the dollar amount that can be maintained at the end of the fiscal year in the Regulatory Revolving Fund	Volume 67, Chapter 60
House Bill 319	Increased the fee a licensee under Chapter 27 (Cashing of Checks, Drafts or Money Orders) may charge per item	Volume 67, Chapter 88
House Substitute 1 for House Bill 328	Amended the Transportation of Money and Valuables Act	Volume 67, Chapter 126

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BANK APPLICATIONS APPROVED

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NEW CHARTERS APPROVED

Name of Bank	Description
Delaware Trust Capital Management, Inc.	State-chartered bank and trust company whose outstanding common stock is owned by Delaware Trust Company, a subsidiary of Meridian Bancorp, Inc.
The First National Bank of Wilmington	Converted from a national bank to a state-chartered bank and changed its name to Primerica Bank
NBD New Castle Bank	State-chartered bank and trust company established on behalf of and acquired by NBD Bancorp pursuant to Subchapter I of Chapter 8, Title 5, Delaware code (the Financial Center Development Act)
NCNB America Bank	Consumer credit bank

MERGERS AND ACQUISITIONS APPROVED

Name of Bank	Description
Bank of Delaware	Interstate acquisition by PNC Financial Corporation, a Pennsylvania bank holding company
Centerre Bank of Delaware	Merged with and into Boatmen's Bank of Delaware, New Castle County, Delaware
The Clayton Bank and Trust	Interstate acquisition by PNC Financial Corporation, a Pennsylvania bank holding company

RELOCATIONS

Name of Bank	Description
Shearson Lehman Hutton Trust Company	Relocated to 3 Christiana Centre, Suite 905, 201 North Walnut Street, Wilmington, New Castle County, Delaware

NEW BANK BRANCHES APPROVED

Name of Bank	Type of Branch and Location
Baltimore Trust Company	Full service facility at the intersection of Route 1 and County Road 273, Rehoboth Beach, Sussex County, Delaware
Bank of Delaware	Full service facility at the Limestone Hills Shopping Center, 5325A Limestone Road, Wilmington, New Castle County, Delaware
Delaware Trust Company	Limited purpose facility at 383 W. North Street, Dover, Kent County, Delaware
	Limited purpose facility at Courtyards I, Pencader Corporate Center, Newark, New Castle County, Delaware
	Full service facility at 2 Read's Way, New Castle, New Castle County, Delaware
	Off-premises facility at Adams Four Shopping Center, 800 West Fourth Street, Wilmington, New Castle County, Delaware
	Off-premises facility at Marsteller Dairy Market, Routes 13 and 42, Cheswold, Kent County, Delaware
	Off-premises facility at Thriftway Store, Route 13 and State Street, Dover, Kent County, Delaware
First State Bank	Full service facility at 1105 N. Market Street, Wilmington, New Castle County, Delaware
Sussex Trust Company	Full service facility at the intersection of College Road and McKee Road, Dover, Kent County, Delaware
Wilmington Trust Company	Off-premises facility at Smith Hall, University of Delaware, Newark, Delaware
	Off-premises facility on the premises of Bank of New York (Delaware), 200 White Clay Center, Newark, Delaware
	Off-premises facility at the Acme Market, 1401 N. DuPont Street, Wilmington, New Castle County, Delaware

Wilmington Trust Company (continued)	Off-premises facility at the Acme Market, intersection of Foulk and Naamans Roads, Wilmington, New Castle County, Delaware
	Off-premises facility at the Acme Market, Route 27 and Chapman Road, Ogletown, New Castle County, Delaware
	Off-premises facility at the Acme Market, 1308 Centerville Road, Wilmington, New Castle County, Delaware
	Off-premises facility at the Acme Market, intersection of Concord Pike and Murphy Road, Fairfax, New Castle County, Delaware
	Off-premises facility at the SuperFresh Market, Chapel & Chestnut Hill Roads, Newark, New Castle County, Delaware
	Off-premises facility at the SuperFresh Market, 3609 Philadelphia Pike, Claymont, New Castle County, Delaware
	Off-premises facility at the SuperFresh Market, 1-A Rehoboth Mall, 4493 U.S. Route 1, Rehoboth Beach, Sussex County, Delaware
	Full service branch at 1001 Walker Road, Dover, Kent County, Delaware
	Off-premises facility at the Wawa Convenience Store, intersection of Routes 40 and 7, Bear, New Castle County, Delaware
	Off-premises facility at the Wawa Convenience Store, 400-A Wilson Road, Wilmington, New Castle County, Delaware
	Full service facility at 2055 Limestone Road, Wilmington, New Castle County, Delaware
	Full service facility at Fox Run Shopping Center, intersection of Routes 7 and 40, Bear, New Castle County, Delaware

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COMPARATIVE REPORTS

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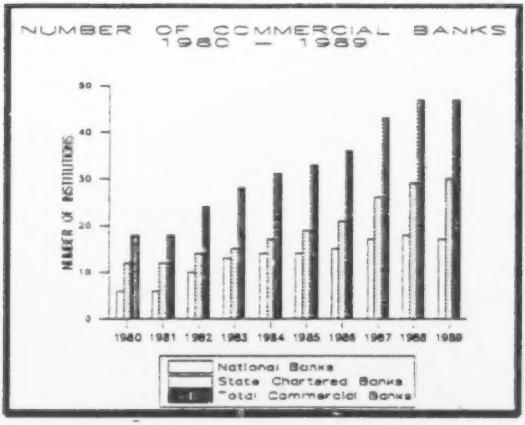
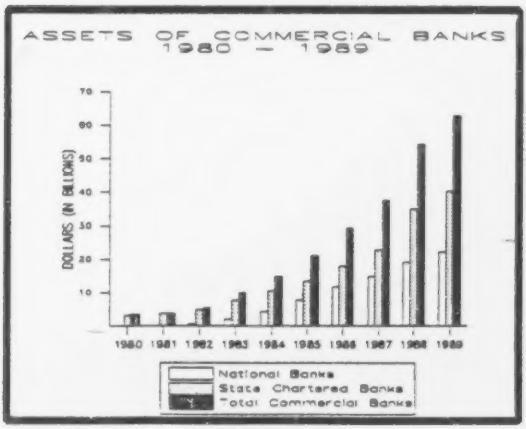

NUMBER OF COMMERCIAL BANKS
1980 — 1989
NUMBER OF INSTITUTIONS
0
10
20
30
40
50
1980 1981 1982 1983 1984 1985 1986 1987 1988 1989
National Banks
State Chartered Banks
Total Commercial Banks


ASSETS OF COMMERCIAL BANKS
1980 — 1989
DOLLARS (IN BILLIONS)
10
20
30
40
50
60
70
1980 1981 1982 1983 1984 1985 1986 1987 1988 1989
National Banks
State Chartered Banks
Total Commercial Banks

COMPARATIVE CONSOLIDATED REPORTS OF CONDITION
ALL BANKS IN THE STATE OF DELAWARE
AS OF JUNE 30, 1989 AND JUNE 30, 1988

OFFICE OF THE STATE BANK COMMISSIONER
555 E. Loockerman Street, Suite 200
Dover, Delaware 19901

(IN THOUSANDS)

	Banking Institutions - 1989						
	Commerical	State Savings	Federal Savings	National	Total 1989	Total 1988	Increase (Decrease)
ASSETS:							
Cash and Due from Depository Institutions	2,227,949	6,303	55,032	442,959	2,732,243	4,126,088	(1,393,845)
US Treasury Securities & Other US Agencies.	4,986,599	37,578	26,994	532,664	5,583,835	4,259,696	1,324,139
Obligations of States & Political Subdiv.	373,898	218	28,306	54,253	456,675	479,752	(23,077)
All Other Securities	692,923	49,795	323,370	38,715	1,104,803	1,506,015	(401,212)
Trading Account Securities	50,087	---	15,000	300,000	365,087	7,387	357,700
Federal Funds Sold & Securities Purchased	754,194	9,500	11,000	230,737	1,005,431	965,888	39,543
Loans and Leases - Net	29,313,132	159,602	1,308,337	19,749,777	50,530,848	42,365,066	8,165,782
Bank Premises, Furniture & Fixtures	210,329	2,535	39,633	144,996	397,493	356,718	40,775
Real Estate Owned Other Than Bank Premises	10,035	---	21,023	791	31,849	18,315	13,534
Investment in Unconsolidated Subsidiaries	7,856	---	20,300	6	28,162	41,731	(13,569)
Customers' Liability to Bank	82,334	---	149	---	82,483	217,823	(135,340)
Other Assets	1,681,763	10,136	56,370	861,345	2,609,614	1,896,240	713,374
TOTAL ASSETS:	$40,391,099	$275,667	$1,905,514	$22,356,243	$64,928,523	$56,240,719	$8,687,804
LIABILITIES:							
Demand Deposits of Indivs.	1,331,856	10,640	138,404	207,502	1,688,402	1,557,336	131,066
Time and Savings Deposits, Inc.	14,314,765	242,298	1,144,052	8,222,227	23,923,342	20,138,022	3,785,320
Deposits of US Government	14,127	---	274	5,011	19,412	13,319	6,093
Deposits of States & Political Subdiv.	194,709	---	13,819	23,739	232,267	358,627	(126,360)
Deposits of Commercial Banks	719,500	---	---	203,647	923,147	1,357,764	(434,617)
Other Depository Institutions	22,606	---	5,790	40,864	69,260	78,089	(8,829)
Certified and Official Checks	31,219	63	9,045	20,047	60,374	73,654	(13,280)
Foreign Deposits in Domestic Offices	157,818	---	---	47	157,865	187,702	(29,837)
Foreign Deposits in Foreign Offices	2,481,325	---	---	73,000	$2,554,325	$2,993,787	$(439,462)
TOTAL DEPOSITS:	$19,267,925	$253,001	$1,311,384	$8,796,084	$29,628,394	$26,758,300	$2,870,094
Federal Funds Purchased & Securities Sold	7,947,199	---	207,276	2,648,919	10,803,394	8,858,269	1,945,125
Interest Bearing Demand Notes	305,096	---	---	2,004	307,100	218,647	88,453
Other Liabilities for Borrowed Money	7,431,604	---	240,312	8,451,140	16,123,056	13,536,849	2,586,207
Mortgage Indebtedness	3,456	---	317	1,862	5,635	7,258	(1,623)
Banks Liability on Accepts.	82,334	---	149	---	82,483	217,797	(135,314)
Subordinated Notes & Debentures	288,155	---	---	70,000	358,155	307,650	50,505
Other Liabilities	1,060,618	3,567	34,308	767,819	1,866,312	1,354,400	511,912
TOTAL LIABILITIES:	$36,386,387	$256,568	$1,793,746	$20,737,828	$59,174,529	$51,259,170	$7,915,359
EQUITY CAPITAL:							
Preferred Stock	---	---	---	13,000	13,000	13,002	(2)
Common Stock	376,583	---	240	187,586	564,409	570,623	(6,214)
Surplus	2,609,590	7,000	108,146	603,779	3,328,515	2,861,368	467,147
Undivided Profits & Other Cap. Reserves	1,018,539	12,099	3,382	814,050	1,848,070	1,536,556	311,514
TOTAL EQUITY CAPITAL:	$4,004,712	$19,099	$111,768	$1,618,415	$5,753,994	$4,981,549	$772,445
TOTAL LIABILITIES & EQUITY CAPITAL:	$40,391,099	$275,667	$1,905,514	$22,356,243	$64,928,523	$56,240,719	$8,687,804

ABSTRACT OF CALL REPORTS OF STATE-CHARTERED COMMERCIAL BANKS
DURING THE YEAR JULY 1, 1988 THROUGH JUNE 30, 1989

	6/30/89 (In Thousands)	3/31/89 (In Thousands)	12/31/88 (In Thousands)	9/30/88 (In Thousands)
ASSETS:				
Cash and Due from Depository Institutions	$2,227,949	$2,141,765	$2,538,092	$3,873,594
US Treasury Securities & Other US Agencies	4,986,599	5,138,686	5,101,495	4,295,891
Obligations of States & Political Subdiv.	373,898	381,537	384,818	388,190
All Other Securities	692,923	643,909	635,948	1,010,444
Trading Account Securities	50,087	45	2,726	968
Federal Funds Sold & Securities Purchased	754,194	558,083	783,985	702,154
Loans and Leases - Net	29,313,132	27,417,341	27,202,006	24,271,774
Bank Premises, Furniture & Fixtures	210,329	209,173	198,764	196,246
Real Estate Owned Other Than Bank Premises	10,035	7,365	9,186	13,588
Investment in Unconsolidated Subsidiaries	7,856	7,904	8,712	15,642
Customers' Liability to Bank	82,334	130,086	158,131	119,097
Other Assets	1,681,763	1,403,805	1,441,012	1,301,035
TOTAL ASSETS:	**$40,391,099**	**$38,039,699**	**$38,464,875**	**$36,188,623**
LIABILITIES:				
Demand Deposits of Indivs.	$1,131,856	$1,150,032	$1,216,459	$1,167,552
Time and Savings Deposits, Inc.	14,314,765	13,422,803	13,477,543	13,576,358
Deposits of US Government	14,127	12,704	18,061	16,271
Deposits of States & Political Subdiv.	194,709	350,044	247,503	326,153
Deposits of Commercial Banks	719,500	1,009,014	1,028,179	971,605
Other Depository Institutions	22,606	46,036	21,883	21,624
Certified and Official Checks	31,219	31,904	36,318	57,068
Foreign Deposits in Domestic Offices	157,818	147,694	158,131	114,036
Foreign Deposits in Foreign Offices	2,481,325	3,673,093	3,268,666	2,473,908
TOTAL DEPOSITS:	**$19,267,925**	**$19,843,324**	**$19,514,648**	**$18,724,575**
Federal Funds Purchased & Securities Sold	7,947,199	6,177,869	7,236,089	6,417,443
Interest Bearing Demand Notes	305,096	67,265	168,407	216,916
Other Liabilities for Borrowed Money	7,431,604	6,733,205	6,413,068	6,239,019
Mortgage Indebtedness	3,456	3,821	3,998	4,509
Banks Liability on Accepts.	82,334	130,086	200,036	119,097
Subordinated Notes & Debentures	288,155	162,705	164,955	159,450
Other Liabilities	1,060,618	1,111,326	1,276,380	882,118
TOTAL LIABILITIES:	**$36,386,387**	**$34,229,601**	**$34,935,676**	**$32,763,127**
EQUITY CAPITAL:				
Preferred Stock	--	---	---	2
Common Stock	376,583	374,076	372,255	363,316
Surplus	2,609,590	2,425,779	2,268,060	2,253,063
Undivided Profits & Other Cap. Reserves	1,018,539	1,010,243	888,884	809,146
TOTAL EQUITY CAPITAL:	**$4,004,712**	**$3,810,098**	**$3,529,199**	**$3,425,496**
TOTAL LIABILITIES & EQUITY CAPITAL:	**$40,391,099**	**$38,039,699**	**$38,464,875**	**$36,188,623**

ABSTRACT OF CALL REPORTS OF STATE SAVINGS BANKS
DURING THE YEAR JULY 1, 1988 THROUGH JUNE 30, 1989

	6/30/89 (In Thousands)	3/31/89 (In Thousands)	12/31/88 (In Thousands)	9/30/88 (In Thousands)
ASSETS:				
Cash and Due from Depository Institutions	$ 6,303	$ 4,441	$ 4,876	$ 5,411
US Treasury Securities & Other US Agencies	37,578	34,279	34,170	33,432
Obligations of States & Political Subdiv.	218	218	238	238
All Other Securities	49,795	44,513	43,528	42,751
Trading Account Securities	---	---	---	---
Federal Funds Sold & Securities Purchased	9,500	2,300	4,900	3,000
Loans and Leases - Net	159,602	155,782	157,612	160,330
Bank Premises, Furniture & Fixtures	2,535	2,569	2,600	2,617
Real Estate Owned Other Than Bank Premises	---	---	---	---
Investment in Unconsolidated Subsidiaries	---	---	---	---
Customers' Liability to Bank	---	---	---	---
Other Assets	10,136	10,052	3,292	10,312
TOTAL ASSETS:	$275,667	$254,154	$251,216	$258,091
LIABILITIES:				
Demand Deposits of Indivs.	$ 10,640	$ 10,057	$ 2,992	$ 9,622
Time and Savings Deposits, Inc.	242,298	221,812	226,930	225,105
Deposits of US Government	---	---	---	---
Deposits of States & Political Subdiv.	---	---	---	1,100
Deposits of Commercial Banks	---	---	---	---
Other Depository Institutions	---	---	---	---
Certified and Official Checks	63	217	106	75
Foreign Deposits in Domestic Offices	---	---	---	---
Foreign Deposits in Foreign Offices	---	---	---	---
TOTAL DEPOSITS:	$253,001	$232,086	$230,028	$235,902
Federal Funds Purchased & Securities Sold	---	---	---	---
Interest Bearing Demand Notes	---	---	---	---
Other Liabilities for Borrowed Money	---	---	---	---
Mortgage Indebtedness	---	---	---	---
Banks Liability on Accepts.	---	---	---	---
Subordinated Notes & Debentures	---	---	---	---
Other Liabilities	3,567	3,320	2,779	4,102
TOTAL LIABILITIES:	256,568	235,406	232,807	240,004
EQUITY CAPITAL:				
Preferred Stock	---	---	---	---
Common Stock	---	---	---	---
Surplus	7,000	7,000	7,000	7,000
Undivided Profits & Other Cap. Reserves	12,099	11,748	11,409	11,087
TOTAL EQUITY CAPITAL:	19,099	18,748	18,409	18,087
TOTAL LIABILITIES & EQUITY CAPITAL:	$275,667	$254,154	$251,216	$258,091

ABSTRACT OF CALL REPORTS OF NATIONAL BANKS
DURING THE YEAR JULY 1, 1988 THROUGH JUNE 30, 1989

	6/30/89 (In Thousands)	3/31/89 (In Thousands)	12/31/88 (In Thousands)	9/30/88 (In Thousands)
ASSETS:				
Cash and Due from Depository Institutions	$ 442,959	$ 461,555	$ 518,545	$ 485,526
US Treasury Securities & Other US Agencies	532,664	355,226	256,592	316,984
Obligations of States & Political Subdiv.	54,253	55,569	55,796	57,611
All Other Securities	38,715	46,820	57,216	50,256
Trading Account Securities	300,000	500,000	---	---
Federal Funds Sold & Securities Purchased	230,737	196,435	307,470	471,924
Loans and Leases - Net	19,749,777	18,604,406	18,786,011	18,228,482
Bank Premises, Furniture & Fixtures	144,996	144,322	141,320	137,810
Real Estate Owned Other Than Bank Premises	791	610	2,478	2,443
Investment in Unconsolidated Subsidiaries	6	---	---	---
Customers' Li bility to Bank	---	---	---	---
Other Assets	861,345	758,089	644,657	590,652
TOTAL ASSETS:	$22,356,243	$21,123,032	$20,770,085	$20,341,688
LIABILITIES:				
Demand Deposits of Indivs.	$ 207,502	$ 193,092	$ 205,369	$ 213,019
Time and Savings Deposits, Inc.	8,222,227	7,066,135	6,984,566	7,086,454
Deposits of US Government	5,011	3,870	4,750	4,933
Deposits of States & Political Subdiv.	23,739	21,869	32,359	22,229
Deposits of Commercial Banks	203,647	183,200	197,019	98,551
Other Depository Institutions	40,864	48,380	47,852	49,913
Certified and Official Checks	20,047	29,439	20,499	25,079
Foreign Deposits in Domestic Offices	47	67	50	50
Foreign Deposits in Foreign Offices	73,000	61,015	---	---
TOTAL DEPOSITS:	$8,796,084	$7,631,067	$7,492,470	$7,500,228
Federal Funds Purchased & Securities Sold	2,648,919	3,457,488	3,641,583	3,180,038
Interest Bearing Demand Notes	2,004	2,955	2,219	2,353
Other Liabilities for Borrowed Money	8,451,140	7,737,956	7,456,033	6,641,346
Mortgage Indebtedness	1,862	1,924	1,987	561,808
Banks Liability on Accepts.	---	---	---	---
Subordinated Notes & Debentures	70,000	70,000	70,000	70,000
Other Liabilities	767,819	687,921	609,016	851,665
TOTAL LIABILITIES:	$20,737,828	$19,589,311	$19,273,308	$18,807,438
EQUITY CAPITAL:				
Preferred Stock	13,000	13,000	13,000	13,000
Common Stock	187,586	187,586	187,586	204,187
Surplus	603,779	603,779	584,908	601,083
Undivided Profits & Other Cap. Reserves	814,050	729,356	711,283	715,980
TOTAL EQUITY CAPITAL:	$1,618,415	$1,533,721	$1,496,777	$1,534,250
TOTAL LIABILITIES & EQUITY CAPITAL:	$22,356,243	$21,123,032	$20,770,085	$20,341,688

ABSTRACT OF CALL REPORTS OF FEDERAL SAVINGS BANKS
DURING THE YEAR JULY 1, 1988 THROUGH JUNE 30, 1989

	6/30/89 (In Thousands)	3/31/89 (In Thousands)	12/31/88 (In Thousands)	9/30/88 (In Thousands)
ASSETS:				
Cash and Due from Depository Institutions	55,032	46,329	50,982	49,516
US Treasury Securities & Other US Agencies	26,994	33,656	36,560	72,618
Obligations of States & Political Subdiv.	28,306	28,802	28,798	28,794
All Other Securities	323,370	231,766	224,387	162,343
Trading Account Securities	15,000	2,433	---	---
Federal Funds Sold & Securities Purchased	11,000	17,010	4,100	34,800
Loans and Leases - Net	1,308,337	1,356,903	1,336,806	1,314,249
Bank Premises, Furniture & Fixtures	39,633	38,908	33,229	20,961
Real Estate Owned Other Than Bank Premises	21,023	17,629	17,093	1,834
Investment in Unconsolidated Subsidiaries	20,300	17,091	13,693	25,055
Customers' Liability to Bank	149	143	478	---
Other Assets	56,370	54,589	51,575	53,193
TOTAL ASSETS:	$1,905,514	$1,845,259	$1,797,701	$1,763,363
LIABILITIES:				
Demand Deposits of Indivs.	138,404	131,305	141,784	139,526
Time and Savings Deposits, Inc.	1,144,052	1,140,537	1,332,656	1,102,161
Deposits of US Government	274	295	512	388
Deposits of States & Political Subdiv.	13,819	12,152	11,278	10,579
Deposits of Commercial Banks	---	700	---	---
Other Depository Institutions	5,790	4,590	5,178	4,678
Certified and Official Checks	9,045	9,745	7,996	9,453
Foreign Deposits in Domestic Offices	---	---	---	---
Foreign Deposits in Foreign Offices	---	---	---	---
TOTAL DEPOSITS:	$1,311,384	$1,299,324	$1,229,404	$1,266,785
Federal Funds Purchased & Securities Sold	207,276	173,268	100,034	90,959
Interest Bearing Demand Notes	---	---	---	---
Other Liabilities for Borrowed Money	240,312	232,879	273,010	258,322
Mortgage Indebtedness	317	342	368	321
Banks Liability on Accepts.	149	143	478	---
Subordinated Notes & Debentures	---	---	---	---
Other Liabilities	34,308	27,623	13,206	36,936
TOTAL LIABILITIES:	$1,793,746	$1,733,079	$1,686,500	$1,653,323
EQUITY CAPITAL:				
Preferred Stock	---	---	---	---
Common Stock	240	240	240	4,242
Surplus	108,146	109,438	109,420	100,810
Undivided Profits & Other Cap. Reserves	3,382	2,502	1,541	4,988
TOTAL EQUITY CAPITAL:	$111,768	$112,180	$111,201	$110,040
TOTAL LIABILITIES & EQUITY CAPITAL:	$1,905,514	$1,845,259	$1,797,701	$1,763,363

COMPARATIVE CONSOLIDATED STATEMENT OF
STATE-CHARTERED SAVINGS/BUILDING & LOAN ASSOCIATIONS
AS OF JUNE 30, 1990 AND JUNE 30, 1989

	6/30/90	6/30/89	Increase (Decrease)
Number of Associations	7	7	0
ASSETS:			
First Mortgage Loans	$77,172,216	$70,370,981	$6,801,235
Other Loans	3,603,440	2,880,372	723,068
Real Estate Sold	—	—	—
Other Real Estate Owned	—	4,106	(4,106)
U.S. Government Obligations	—	—	—
Other Investments	2,495,865	2,931,803	(435,938)
Cash on Hand and in Banks	925,826	2,511,638	(1,585,812)
Fixed Assets	996,672	1,037,363	(40,691)
Other Assets	1,200,849	816,747	384,102
TOTAL ASSETS:	$86,394,868	$80,553,010	$5,841,858
Installment Stock Dues (Serial Shares)	$594,410	$568,515	$25,895
Earnings Apportioned	188,395	176,238	12,157
Full Paid Stock	75,349,734	67,198,728	8,151,006
Installment Full Paid Stock	1,888,052	2,258,825	(370,773)
Undivided Profits	3,938,192	3,668,361	269,831
Other Capital Accounts	64,189	55,146	9,043
TOTAL CAPITAL:	82,022,972	73,925,813	8,097,159
Borrowed Money	631,521	3,050,000	(2,418,479)
Loans In Process	153,983	263,940	(109,957)
Other Liabilities	3,138,995	2,975,255	163,740
Specific Reserves	205,454	115,454	90,000
General Reserves	241,943	222,548	19,395
TOTAL LIABILITIES	$86,394,868	$80,553,010	$5,841,858

****

STATEMENTS

OF

STATE-CHARTERED

BANKS

****

30 BANKS, 10 OF WHICH WERE
ORGANIZED UNDER THE FINANCIAL CENTER DEVELOPMENT ACT
AND 7 UNDER THE CONSUMER CREDIT BANK ACT.

AMERICAN EXPRESS CENTURION BANK

248 Chapman Road
Bristol Building

NEWARK, DE 19702 Organized 1985 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Edwin Cooperman
Chairman	Aldo Papone
President	R. Craig Hoenshell
President - Direct Marketing & Travelers Cheque	Jonathan Linen
Secretary	Stephen F. Norman
Treasurer	Walter S. Berman
Senior Vice President - OPTIMA Card Division	Ann M. Busquet
Vice President - Operations	James A. Linn
Vice President - Finance	James M. Cracchiolo
Vice President - OPTIMA Card Division	Abby Kohnstamm
Assistant Treasurer	Jay B. Stevelman
Assistant Treasurer	John D. Koslow
Assistant Treasurer	Arthur Berman
Assistant Treasurer	Barbara N. Tobias
Assistant Treasurer	Gilbert E. Ahye
Assistant Treasurer	Walker C. Tompkins, Jr.

DIRECTORS

Kenneth Chenault	Jonathan Linen
Edwin Cooperman	Lawrence R. Ricciardi
R. Craig Hoenshell	Ronald J. Yoo

AMERICAN EXPRESS CENTURION BANK

248 Chapman Road
Bristol Building

NEWARK, DE 19702 | Organized 1985 | NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 67,835
U.S. Treasury Securities and Other	3,290,392
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	4,842,819
Bank Premises, Furniture and Fixtures	2,509
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	220,069
TOTAL ASSETS	$ 8,423,624
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.	2,289,349
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	155,604
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	2,444,953
Federal Funds Purchased and Securities Sold	3,270,000
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	2,049,480
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	257,739
TOTAL LIABILITIES	8,022,172
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	500
Surplus	325,434
Undivided Profits and Capital Reserves	75,518
TOTAL EQUITY CAPITAL	401,452
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 8,423,624

Member of Federal Deposit Insurance Corporation

BALTIMORE TRUST COMPANY

One West Church Street

SELBYVILLE, DE 19975 Organized 1903 SUSSEX COUNTY

OFFICERS

Chairman of the Board	J. Townsend Tubbs
Vice Chairman	A. Carlton Moore
Vice Chairman	William O. Murray
Vice Chairman	William R. Murray
Vice Chairman	Daisey R. Townsend
Vice Chairman	P. Coleman Townsend, Jr.
Vice Chairman	LeRoy B. Truitt
President	Robert E. Dickerson
Senior Vice President	Clayton L. Ringler
Vice President	Russell D. Brittingham
Vice President	D. Brent Hurley
Vice President - Secretary	Janet L. McCabe
Vice President - Cashier	B. Philip Lynch, Jr.
Assistant Vice President	James D. Barr
Assistant Vice President	Geraldine H. Cobb
Assistant Vice President	Agnes G. Hitchens
Assistant Vice President	Julie A. McCabe
Assistant Vice President	Ralph A. Mills
Assistant Vice President	Nancy R. Page
Assistant Cashier	Rena H. Evans
Assistant Cashier	Brenda B. Stevens
Assistant Cashier	Shirley Tedley
Assistant Secretary	Janet M. Clendaniel
Assistant Secretary	M. Susan Knox
Assistant Secretary	Jane W. McCabe
Assistant Secretary	Kim T. Roe
Auditor - Compliance Officer	Nancy E. Schriver
Security Officer	Howard T. Bunting

DIRECTORS

Thurman Adams, Jr.	Paul A. Lynch
Eugene Bunting	A. Carlton Moore
G. Herbert Calhoun	William O. Murray
Ralph E. Davis	William R. Murray
Robert E. Dickerson	Daisey R. Townsend
John C. Hammond	P. Coleman Townsend, Jr.
Sally W. Hickman	Leroy B. Truitt
William A. Law	J. Townsend Tubbs
Richard I. Lewis	

BALTIMORE TRUST COMPANY

One West Church Street

SELBYVILLE, DE 19975 Organized 1903 SUSSEX COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 9,417
U.S. Treasury Securities and Other		20,327
Obligations of States and Political		2,820
All Other Securities		4,003
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		14,500
Loans and Leases - Net		126,767
Bank Premises, Furniture and Fixtures		4,000
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		1,948
TOTAL ASSETS		$ 183,782
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 17,839
Time & Savings Deposits of Indivs., Ptnships. and Corps.		138,624
Deposits of US Government		52
Deposits of States and Political Subdivisions		1,427
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		1,312
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		159,254
(A) Total Demand Deposits	19,374	
(B) Total Time and Savings Deposits	139,880	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		107
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		2,440
TOTAL LIABILITIES		161,801
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		200
Surplus		4,000
Undivided Profits and Capital Reserves		17,781
TOTAL EQUITY CAPITAL		21,981
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 183,782

Member of Federal Deposit Insurance Corporation

BANK OF DELAWARE

222 Delaware Avenue

WILMINGTON, DE 19801 Organized 1885 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Jeremiah P. Shea
President and Chief Executive Officer	Calvert A. Morgan, Jr.
Executive Vice President	George W. Forbes, III
Executive Vice President	Edward F. Massaglia
Executive Vice President	Robert B. Rickards
Senior Vice President	Lawrence T. Alford
Senior Vice President	Wayne L. Dawson
Senior Vice President	Keith J. Joos
Senior Vice President and Chief Financial Officer	Nicholas M. Marsini, Jr.
Vice President and Secretary	Joseph N. Sgroi, Jr.
Vice President and Auditor	Andrew A. Romano
Vice President and General Counsel	Michelle L. Welch
Vice President and Treasurer	Robert D. Blackburn
Comptroller	Maria C. Schaffer

DIRECTORS

William G. Copeland	Aubrey B. Lank	Robert B. Rickards
Richard S. Cordrey	Alan B. Levin	Robert F. Rider
Eleanor D. Craig	Thomas F. McGrail	Jeremiah P. Shea
Eugene DiSabatino	Joan Thompson Mobley	Benjamin Vinton, Jr.
Robert A. Fischer, Jr.	Calvert A. Morgan, Jr.	J. Reese White, Jr.
Paul R. Fine	William D. Patterson	Willard T. White, Jr.
Charles L. Henry	Charles B. Reeder	

BANK OF DELAWARE

222 Delaware Avenue

WILMINGTON, DE 19801 Organized 1885 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 124,216
U.S. Treasury Securities and Other	294,158
Obligations of States and Political	56,819
All Other Securities	51,658
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	80,000
Loans and Leases - Net	1,251,235
Bank Premises, Furniture and Fixtures	25,376
Other Real Estate Owned	131
Investments in Unconsolidated Subsidiaries	267
Customers Liability to Bank	0
Other Assets	35,067
TOTAL ASSETS	$ 1,918,927
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 253,594
Time & Savings Deposits of Indivs., Ptnships. and Corps.	1,250,937
Deposits of US Government	2,650
Deposits of States and Political Subdivisions	28,019
Deposits of Commercial Banks	13,561
Other Depository Institutions	2,002
Certified and Official Checks	8,948
Foreign Deposits in Domestic Banks	13
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	1,559,724
(A) Total Demand Deposits 280,379	
(B) Total Time and Savings Deposits 1,279,345	
Federal Funds Purchased and Securities Sold	148,334
Interest Bearing Demand Notes	38,136
Other Liabilities for Borrowed Money	12,001
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	38,520
TOTAL LIABILITIES	1,796,717
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	500
Surplus	34,492
Undivided Profits and Capital Reserves	87,218
TOTAL EQUITY CAPITAL	122,210
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,918,927

Member of Federal Deposit Insurance Corporation

THE BANK OF NEW YORK (DELAWARE)

1105 North Market Street

WILMINGTON, DE 19801 Organized 1983 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Newton P. S. Merrill
President and Chief Executive Officer	F. James Hutchinson
Senior Vice President	Robert H. Burke
Vice President	Domenico Berlingieri
Vice President	Thomas R. Carney
Vice President	John R. Doran
Vice President	John R. Floor
Vice President	Joseph W. Gonczi
Vice President	Frederic A. Helfst
Vice President	Richard R. Jackala
Vice President	William T. Lewis
Vice President	Maureen A. Lyons
Vice President	James H. McMackin, Jr.
Vice President	Michael M. Mangini
Vice President	David P. Ruley
Vice President	Michael C. Santino
Vice President	James T. Scott
Vice President	Alfred F. Sowden
Vice President & Comptroller	Paul K. Helstern

DIRECTORS

Richard D. Field	Robert E. Keilman
Alan R. Griffith	Newton P. S. Merrill
F. James Hutchinson	Vernon L. Van Hise

THE BANK OF NEW YORK (DELAWARE)

1105 North Market Street

WILMINGTON, DE 19801 Organized 1983 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 15,783
U.S. Treasury Securities and Other	9,996
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	5,000
Loans and Leases - Net	3,710,582
Bank Premises, Furniture and Fixtures	12,071
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	48,170
TOTAL ASSETS	$ 3,801,602

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 10,520
Time & Savings Deposits of Indivs., Ptnships. and Corps.	639,114
Deposits of US Government	126
Deposits of States and Political Subdivisions	25
Deposits of Commercial Banks	450,000
Other Depository Institutions	0
Certified and Official Checks	743
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	150,600
TOTAL DEPOSITS	1,251,128
(A) Total Demand Deposits 11,414	
(B) Total Time and Savings Deposits 1,089,114	
Federal Funds Purchased and Securities Sold	2,135,111
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	100,000
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	62,842
TOTAL LIABILITIES	3,549,081

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	5,000
Surplus	85,000
Undivided Profits and Capital Reserves	162,521
TOTAL EQUITY CAPITAL	252,521
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 3,801,602

Member of Federal Deposit Insurance Corporation

BANKERS TRUST (DELAWARE)

1001 Jefferson Street, Suite 550

WILMINGTON, DE 19801 Organized 1985 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	George J. Vojta
President and Chief Executive Officer	James H. Stallkamp
Vice President	Joseph E. Clark
Vice President	Lorraine F. deMeurisse
Vice President	Edward B. Lo
Vice President	Sandra J. Peterson
Vice President	Robert S. Smith
Secretary	James T. Byrne, Jr.
Assistant Vice President	Tommy L. Johnson
Assistant Vice President	Susan E. Long
Assistant Vice President	Frank T. Mannings
Assistant Treasurer	Janice C. Balkan
Assistant Treasurer	Sandra P. DePhillips
Assistant Treasurer	W. Barry Franke
Assistant Treasurer	Peter H. Haggerty
Assistant Treasurer	Leon G. Hoyt, III
Assistant Treasurer	Jeanne M. Nardone
Assistant Treasurer	Patricia E. Sheridan
Assistant Treasurer	Kermit B. Wooden

DIRECTORS

Albert T. Bellino	James G. O'Brien
Edward B. Lo	Linda S. Ram
Ralph L. MacDonald, Jr.	James J. Schonbachler
Joseph A. Manganello, Jr.	James H. Stallmamp
J. Hugh McFadden	Garrent G. Thunen

BANKERS TRUST (DELAWARE)

1001 Jefferson Street, Suite 550

WILMINGTON, DE 19899 Organized 1985 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 447,478
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	54,172
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	1,685,325
Bank Premises, Furniture and Fixtures	1,730
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	35,379
TOTAL ASSETS	$ 2,224,084
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 39,392
Time & Savings Deposits of Indivs., Ptnships. and Corps.	190,135
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	23,943
Other Depository Institutions	0
Certified and Official Checks	88
Foreign Deposits in Domestic Banks	1,936
Foreign Deposits in Foreign Banks	463,777
TOTAL DEPOSITS	719,271
(A) Total Demand Deposits 61,055	
(B) Total Time and Savings Deposits 194,439	
Federal Funds Purchased and Securities Sold	404,400
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	766,471
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	75,767
TOTAL LIABILITIES	1,965,909
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	100,000
Surplus	100,000
Undivided Profits and Capital Reserves	58,175
TOTAL EQUITY CAPITAL	258,175
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 2,224,084

Member of Federal Deposit Insurance Corporation

BOATMEN'S BANK OF DELAWARE

Two Read's Way, Suite 120

NEW CASTLE, DE 19720 Organized 1988 NEW CASTLE COUNTY

OFFICERS

President	Norman J. Tice
Senior Vice President	James J. Ahearn
Vice President	Leland L. Chesley
Vice President	A. Laverne Howard
Vice President/Controller	Philip D. Key
Vice President	Robert A. Ruh
Assistant Vice President	Mildred T. Davis
Assistant Vice President	John J. Keith
Assistant Vice President	Edward J. LaTour
Assistant Vice President	Mary Beth Lippold
Assistant Vice President	Peter S. Ochoa
Assistant Vice President	Larry W. Ploesser
Assistant Vice President	Brenda L. Smyth
Assistant Vice President	Edward J. Somers
Assistant Vice President	K. David Zeiser
Charge Card Officer	William G. Dapron
Charge Card Officer	Donna C. Sumpter

DIRECTORS

John M. Brennan	William C. Nelson
Andrew B. Craig, III	W. Bruce Phelps
Philip N. McCarty	Norman J. Tice

BOATMEN'S BANK OF DELAWARE

Two Read's Way, Suite 120

NEW CASTLE, DE 19720 Organized 1988 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 1,867
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	208,586
Bank Premises, Furniture and Fixtures	480
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	2,997
TOTAL ASSETS	$ 213,930

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 475
Time & Savings Deposits of Indivs., Ptnships. and Corps.	2,943
Deposits of US Government	0
Deposits of States and Political Subdivisions	12
Deposits of Commercial Banks	39,600
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	43,030
(A) Total Demand Deposits 487	
(B) Total Time and Savings Deposits 42,543	
Federal Funds Purchased and Securities Sold	28,500
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	118,800
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	3,825
TOTAL LIABILITIES	194,155

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	8,800
Surplus	6,516
Undivided Profits and Capital Reserves	4,459
TOTAL EQUITY CAPITAL	19,775
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 213,930

Member of Federal Deposit Insurance Corporation

CENTERPE BANK OF DELAWARE

Two Read's Way, Suite 216

NEW CASTLE, DE 19720 Organized 1987 NEW CASTLE COUNTY

Merged into Boatmen's Bank of Delaware as of 02/21/89

CHEMICAL BANK (DELAWARE)

222 Delaware Avenue

WILMINGTON, DE 19801 Organized 1982 NEW CASTLE COUNTY

OFFICERS

President	William M. Aukamp
Vice President & Manager of Finance	Edward J. Firchak
Vice President, Chief Credit Officer	Edith W. Harvey
Vice President & Manager of Operations	George F. Jessop
Vice President & Treasurer	Albert Williams
Senior Trust Officer, Manager, Corporate Trust	John J. Cashin
Manager, Coupon Collection	Anthony V. Del Priore
Manager, Human Resources	Linda G. Heffernan
Secretary and Counsel	David J. Clark

DIRECTORS

William M. Aukamp	Albert E. Lawrence
Michael W. Barnett	Edward A. O'Neal
Barbara D. Capsalis	Petros K. Sabatacakis
Robert L. Corcoran, Jr.	William H. Turner
James J. Latchford	

CHEMICAL BANK (DELAWARE)

222 Delaware Avenue

WILMINGTON, DE 19801 Organized 1982 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 12,367
U.S. Treasury Securities and Other	95,243
Obligations of States and Political	0
All Other Securities	9,769
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	1,197,566
Bank Premises, Furniture and Fixtures	6,021
Other Real Estate Owned	9,557
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	229,710
TOTAL ASSETS	$ 1,560,233

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 11,680
Time & Savings Deposits of Indivs., Ptnships. and Corps.	127,514
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	36,541
Other Depository Institutions	0
Certified and Official Checks	806
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	75,350
TOTAL DEPOSITS	251,891
(A) Total Demand Deposits 41,027	
(B) Total Time and Savings Deposits 135,514	
Federal Funds Purchased and Securities Sold	352,870
Interest Bearing Demand Notes	60,000
Other Liabilities for Borrowed Money	529,200
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	73,630
TOTAL LIABILITIES	1,267,591

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	10,000
Surplus	279,236
Undivided Profits and Capital Reserves	3,406
TOTAL EQUITY CAPITAL	292,642
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,560,233

Member of Federal Deposit Insurance Corporation

CITIBANK (DELAWARE)

One Penn's Way

NEW CASTLE, DE 19720 Organized 1982 NEW CASTLE COUNTY

OFFICERS

Chairman, Chief Executive Officer	Mary A. Cirillo
President	Richard A. Freytag
Vice President	William S. Harris
Vice President	Michael A. Ristano
Vice President & Treasurer	Joseph A. Medaglia
Secretary	Joanne K. Sundheim
Vice President & Assistant Secretary	John T. McCool
Vice President & Senior Credit Officer	Anthony Vertrano

DIRECTORS

Lawrence A. Agoglia	William S. Harris
Jack S. Berger	James W. McLane
Mary A. Cerillo	Nancy S. Newcomb
Richard A. Freytag	Michael A. Ristano

CITIBANK (DELAWARE)

One Penn's Way

NEW CASTLE, DE 19720 Organized 1982 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 232,051
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	85,000
Loans and Leases - Net	591,748
Bank Premises, Furniture and Fixtures	41,497
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	578,400
TOTAL ASSETS	$ 1,528,696
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 249,214
Time & Savings Deposits of Indivs., Ptnships. and Corps.	0
Deposits of US Government	0
Deposits of States and Political Subdivisions	117
Deposits of Commercial Banks	3,445
Other Depository Institutions	0
Certified and Official Checks	881
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	253,557
Federal Funds Purchased and Securities Sold	4,671
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	404,195
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	109,588
TOTAL LIABILITIES	772,111
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	25,000
Surplus	525,000
Undivided Profits and Capital Reserves	206,585
TOTAL EQUITY CAPITAL	756,585
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,528,696

Member of Federal Deposit Insurance Corporation

THE CLAYTON BANK AND TRUST COMPANY

414 Main Street
P. O. Box 509

CLAYTON, DE 19938 Organized 1913 KENT COUNTY

OFFICERS

President & CEO/Trust Officer	William H. Walters
Vice President	William J. Englerth, III
Vice President/Cashier/Ass't Secretary	Pearl E. Cole
Assistant Cashier	Chris C. Mood
Assistant Trust Officer	Joann C. Albia
Secretary to the Board	John D. Silcox, Jr.

DIRECTORS

Robert C. Chappell	Diana L. Serfass
G. Robert Hoffman	William H. Walters

CLAYTON BANK AND TRUST COMPANY

414 Main Street
P.O. Box 509

CLAYTON, DE 19938 Organized 1913 KENT COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 1,048
U.S. Treasury Securities and Other		2,004
Obligations of States and Political		253
All Other Securities		0
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		1,450
Loans and Leases - Net		13,685
Bank Premises, Furniture and Fixtures		154
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		258
TOTAL ASSETS		$ 18,852
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 1,948
Time & Savings Deposits of Indivs., Ptnships. and Corps.		14,413
Deposits of US Government		20
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		0
Other Depository Institutions		2
Certified and Official Checks		47
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		16,430
(A) Total Demand Deposits	2,017	
(B) Total Time and Savings Deposits	14,413	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		177
TOTAL LIABILITIES		16,607
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		200
Surplus		401
Undivided Profits and Capital Reserves		1,644
TOTAL EQUITY CAPITAL		2,245
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 18,852

Member of Federal Deposit Insurance Corporation

DELAWARE TRUST COMPANY

900 Market Street Mall

WILMINGTON, DE 19801 Organized 1899 NEW CASTLE COUNTY

OFFICERS

Chairman, President, and Chief Executive Officer	John F. Porter, III
Executive Vice President, Treasurer & Chief Financial Officer	Philip W. Seibold, Jr.
Executive Vice President	William J. Bradley
Senior Vice President	David W. Baldt
Senior Vice President	Bruce S. Bartlett
Senior Vice President	David J. Coll, Jr.
Senior Vice President	Harry A. Dorian
Senior Vice President	George E. Doty, III
Senior Vice President	John F. Downham
Senior Vice President	Rosa C. Iudica
Senior Vice President	Karl L. Johnson
Senior Vice President	Hugh D. Leahy, Jr.
Senior Vice President	David H. Macke
Senior Vice President	James J. Riley
Senior Vice President	David C. Rittenhouse
Senior Vice President	Robert E. Warner
Senior Vice President	F. Samuel Wilcox, III
Senior Vice President	Donald R. Williams
Senior Vice President	Robert L. Yori
Senior Vice President	Michael F. Melville
Corporate Secretary	

DIRECTORS

Robert S. Appleby	David S. Hollingsworth	Blaine T. Phillips
George J. Baxter	Joseph F. Hulihan	John F. Porter, III
Horace W. Cook	John T. Jackson	Philip W. Seibold, Jr.
Harry W. Corless	Walter J. Laird, Jr.	Bonnie M. Sherr
Lozelle J. DeLuz	Hart T. Mankin	W. Laird Stabler, Jr.
William J. DiMondi	Samuel A. McCullough	George Strawbridge, Jr.
Thomas A. Graves, Jr.	Charles H. Norris, Jr.	E.A. Trabant
	W. Duncan Patterson, Jr.	

DELAWARE TRUST COMPANY

900 Market Street Mall

WILMINGTON, DE 19801 Organized 1899 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 71,507
U.S. Treasury Securities and Other	121,524
Obligations of States and Political	14,462
All Other Securities	48,341
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	6,415
Loans and Leases - Net	971,848
Bank Premises, Furniture and Fixtures	17,440
Other Real Estate Owned	0
Investments in Unconsolidated Subsidieries	0
Customers Liability to Bank	0
Other Assets	29,538
TOTAL ASSETS	$ 1,281,075

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 184,671
Time & Savings Deposits of Indivs., Ptnships. and Corps.	895,818
Deposits of US Government	2,319
Deposits of States and Political Subdivisions	1,838
Deposits of Commercial Banks	577
Other Depository Institutions	1,696
Certified and Official Checks	3,953
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	1,090,872
(A) Total Demand Deposits 194,391	
(B) Total Time and Savings Deposits 896,481	
Federal Funds Purchased and Securities Sold	68,641
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	0
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	26,210
TOTAL LIABILITIES	1,185,723

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	2,299
Surplus	29,127
Undivided Profits and Capital Reserves	63,926
TOTAL EQUITY CAPITAL	95,352
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,281,075

Member of Federal Deposit Insurance Corporation

EQUITABLE BANK OF DELAWARE

860 Silver Lake Boulevard

DOVER, DE 19901 Organized 1982 KENT COUNTY

OFFICERS

Executive Vice President	Melvyn D. Watson
Vice President	William J. Anthony
Vice President	Peter J. Mainzer
Vice President	Robert L. Walker
Assistant Vice President	Elizabeth Dagen
Assistant Vice President	Joseph O'Donnell
Assistant Vice President	John Rickels
Bank Card Officer	Susan Czarkowski
Bank Card Officer	Martella Dodge
Bank Card Officer	Teresa Haggerty
Bank Card Officer	Virginia Kelly
Bank Card Officer	Frances Rusek
Bank Card Officer	William Steuernagel
Bank Card Officer	Nile West

DIRECTORS

James H. Berick	Alfred Lerner
H. Grant Hathaway	George V. McGowan
Raymond V. Haysbert, Sr.	Frederick C. Mitchell II
LeRoy E. Hoffberger	Charles Scheeler
Joseph S. Keelty	Rev. Joseph A. Sellinger
Earl L. Linehan	Carl W. Stearn

EQUITABLE BANK OF DELAWARE

860 Silver Lake Boulevard

DOVER, DE 19901 Organized 1982 KENT COUNTY

STATEMENT AS OF 06/30/89

		(In Thousands)
ASSETS		
Cash and Due from Depository Institutions		$ 1,735
U.S. Treasury Securities and Other		86,686
Obligations of States and Political		0
All Other Securities		92,157
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Net		98,782
Bank Premises, Furniture and Fixtures		1,111
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		12,246
TOTAL ASSETS		$ 292,717
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 309
Time & Savings Deposits of Indivs., Ptnships. and Corps.		31,162
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		41,400
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		72,871
(A) Total Demand Deposits	41,709	
(B) Total Time and Savings Deposits	31,162	
Federal Funds Purchased and Securities Sold		184,791
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		9,076
TOTAL LIABILITIES		266,738
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		13,000
Surplus		20,719
Undivided Profits and Capital Reserves		(7,740)
TOTAL EQUITY CAPITAL		25,979
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 292,717

Member Federal Deposit Insurance Corporation

THE FELTON BANK

48 Main Street

FELTON, DE 19943 Organized 1917 KENT COUNTY

OFFICERS

Chairman of the Board	Leon C. Donovan
President	Jon C. Nichols
First Vice Chairman of the Board	Richard McCloskey
Second Vice Chairman of the Board	Albert D. Warren, Sr.
Vice President	R. Marie Moore
Secretary	M. L. Turner, D.D.S.
Treasurer	Benjamin Hughes, Jr.
Assistant Treasurer	William Chambers, Jr.

DIRECTORS

William Chambers, Jr.
Leon C. Donovan
Benjamin Hughes, Jr.
Albert D. Warren, Sr.
Richard McCloskey
Jon C. Nichols
Dr. Morris Turner

THE FELTON BANK

48 Main Street

FELTON, DE 19943 Organized 1917 KENT COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 1,712
U.S. Treasury Securities and Other		46
Obligations of States and Political		830
All Other Securities		426
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		3,850
Loans and Leases - Net		14,165
Bank Premises, Furniture and Fixtures		622
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		231
TOTAL ASSETS		$ 21,882
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 2,340
Time & Savings Deposits of Indivs., Ptnships. and Corps.		16,890
Deposits of US Government		1
Deposits of States and Political Subdivisions		27
Deposits of Commercial Banks		0
Other Depository Institutions		100
Certified and Official Checks		108
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		19,466
(A) Total Demand Deposits	2,451	
(B) Total Time and Savings Deposits	17,015	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		241
TOTAL LIABILITIES		19,707
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		172
Surplus		292
Undivided Profits and Capital Reserves		1,711
TOTAL EQUITY CAPITAL		2,175
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 21,882

Member of Federal Deposit Insurance Corporation

FIDELITY BANK DELAWARE

2 Read's Way

NEW CASTLE, DE 19720 | Organized 1987 | NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Rosemarie D. Greco
President	Lee B. Saunders
Treasurer	Frederick H. Pennekamp
Secretary	James A. Cassel
Assistant Secretary	Stephen B. Mygatt
Banking Officer	Lawrence E. Tout

DIRECTORS

Steven H. Dix
Carl J. Feichtel
Leslie F. Goodman
Rosemarie B. Greco
Richard J. Polio
Harold J. Rose, Jr.
Lee B. Saunders

FIDELITY BANK DELAWARE

2 Read's Way

NEW CASTLE, DE 19720 | Organized 1987 | NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

		(In Thousands)
ASSETS		
Cash and Due from Depository Institutions		$ 1,872
U.S. Treasury Securities and Other		0
Obligations of States and Political		0
All Other Securities		234
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		2,100
Loans and Leases - Net		115,171
Bank Premises, Furniture and Fixtures		32
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		869
TOTAL ASSETS		$ 120,278
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 1
Time & Savings Deposits of Indivs., Ptnships. and Corps.		1,090
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		1,091
(A) Total Demand Deposits	1	
(B) Total Time and Savings Deposits	1,090	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		109,119
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		2,387
TOTAL LIABILITIES		112,597
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		2,805
Surplus		4,717
Undivided Profits and Capital Reserves		159
TOTAL EQUITY CAPITAL		7,681
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 120,278

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

FIRST PENNSYLVANIA BANK (DELAWARE)

Concord Plaza, 3411 Silverside Road

WILMINGTON, DE 19810 Organized 1986 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Frank E. Reed
President and Chief Executive Officer	Joseph T. Drennan
Senior Vice President	Donald C. Frueh
Senior Vice President	Thomas M. Huder
Senior Vice President	James G. Marshall
Senior Vice President	Joseph T. McCloskey
Senior Vice President & Treasurer	Vincent J. Scott
Vice President	John Benvenuti
Vice President & Compliance Officer	Willard T. Bullock
Vice President & Security Officer	Curtis J. Easton
Vice President, Secretary and Associate General Counsel	Stephen M. Giroux
Assistant Secretary	Rena Johnson
Assistant Treasurer	Joseph E. White
Consumer Finance Officer	Thomas K. Clow

DIRECTORS

John J. Brine	Frank E. Reed
Leslie R. Butler	Stuart T. Saunders
Joseph T. Drennan	David T. Walker

FIRST PENNSYLVANIA BANK (DELAWARE)

Concord Plaza, 3411 Silverside Road

WILMINGTON, DE 19803 Organized 1986 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 111
U.S. Treasury Securities and Other		0
Obligations of States and Political		0
All Other Securities		300
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Net		174,288
Bank Premises, Furniture and Fixtures		42
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		1,671
TOTAL ASSETS		$ 176,412
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 238
Time & Savings Deposits of Indivs., Ptnships. and Corps.		621
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		859
(A) Total Demand Deposits	238	
(B) Total Time and Savings Deposits	621	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		161,571
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		3,470
TOTAL LIABILITIES		165,900
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		1,000
Surplus		9,000
Undivided Profits and Capital Reserves		512
TOTAL EQUITY CAPITAL		10,512
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 176,412

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

FIRST REPUBLICBANK DELAWARE

501 White Clay Center Drive

NEWARK, DE 19711 Organized 1986 NEW CASTLE COUNTY

On August 2, 1988, the Court of Chancery closed First Republicbank Delaware, a consumer credit bank, due to illiquidity, and the Federal Deposit Insurance Corporation was appointed receiver.

FIRST STATE BANK

1105 N. Market Street

WILMINGTON, DE 19899 Organized 1988 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Frank Robino, Jr.
President and C.E.O.	Arthur C. Annone
Executive Vice President and C.O.O.	Constance C. McCarthy
Vice President/C.F.O.	Dominic J. Gagliardi
Vice President/Operations	Keith L. Bailey

DIRECTORS

David S. Annand, DDS, PA
Arthur C. Annone
James W. Baxter
Robert H. Cahill
Louis J. Capano, Jr.
Richard H. Derrickson
Littleton T. Dryden, Jr.
Donald F. U. Goebert
John E. Healy, III
John Hynansky
Richard J. Julian
Francis R. Julian
Bangalore T. Lakshman
C. Larry McKinley
Gregory Pettinaro
Verino Pettinaro
Frank Robino, Jr.
Paul Robino
Alvin T. Schwartz
Harry B. Tingle
Virginia M. Virtue

FIRST STATE BANK

1105 N. Market Street

WILMINGTON, DE 19899 Organized 1988 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 2,620
U.S. Treasury Securities and Other		3,529
Obligations of States and Political		0
All Other Securities		0
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		6,410
Loans and Leases - Net		10,122
Bank Premises, Furniture and Fixtures		104
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		199
TOTAL ASSETS		$ 22,984
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 666
Time & Savings Deposits of Indivs., Ptnships. and Corps.		15,498
Deposits of US Government		105
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		0
Other Depository Institutions		100
Certified and Official Checks		396
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		16,765
(A) Total Demand Deposits	1,062	
(B) Total Time and Savings Deposits	15,703	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		54
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		1,005
Other Liabilities		221
TOTAL LIABILITIES		18,045
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		1,070
Surplus		4,273
Undivided Profits and Capital Reserves		(404)
TOTAL EQUITY CAPITAL		4,939
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 22,984

Member of Federal Deposit Insurance Corporation

CHARTWOOD TRUST COMPANY

12 Read's Way

NEW CASTLE, DE 19720 Organized 1911 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Thomas R. Butler
President, Chief Operating Officer, Loan Officer and Assistant Secretary	Margaret J. Bellock
Senior Vice President and Branch Manager	Richard A. Beauchamp
Vice President, Cashier and Secretary	Shirley A. Loockerman
Vice President, Bank Operations	Steven L. Mahon
Vice President and Director of Accounting	John J. Rosko
Vice President, Credit Policy	John B. Wertz
Treasurer	Cynthia E. Duntley
Assistant Secretary	Donald N. Adler
Assistant Secretary	Edward L. Burge
Assistant Secretary	Hugh M. Hayden
Loan Officer	B.J. Martin
Loan Officer	Ronald G. Cahill
Authorized Signer	Virginia L. Dorofee

DIRECTORS

Margaret J. Bellock	Christine A. Edwards
Thomas R. Butler	Birendra Kumar
B.J. Martin	

GREENWOOD TRUST COMPANY

12 Read's Way

NEW CASTLE, DE 19720 Organized 1911 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 113,575
U.S. Treasury Securities and Other	157,430
Obligations of States and Political	0
All Other Securities	5,103
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	4,175
Loans and Leases - Net	4,767,215
Bank Premises, Furniture and Fixtures	14,448
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	161,916
TOTAL ASSETS	$ 5,223,862

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 3,148
Time & Savings Deposits of Indivs., Ptnships. and Corps.	3,713,753
Deposits of US Government	192
Deposits of States and Political Subdivisions	155
Deposits of Commercial Banks	24,117
Other Depository Institutions	0
Certified and Official Checks	64
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	3,741,429
(A) Total Demand Deposits 27,593	
(B) Total Time and Savings Deposits 3,713,836	
Federal Funds Purchased and Securities Sold	154,608
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	735,783
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	170,247
TOTAL LIABILITIES	4,802,067

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	35
Surplus	572,257
Undivided Profits and Capital Reserves	(150,497)
TOTAL EQUITY CAPITAL	421,795
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 5,223,862

Member of Federal Deposit Insurance Corporation

LOMAS BANK USA

3 Christina Centre
201 N. Walnut Street

WILMINGTON, DE 19801 Organized 1985 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	John C. Tolleson
President and Chief Executive Officer	Richard W. Vague
Vice Chairman	Cindy Shellhorse
Executive Vice President, Credit/Collections Policy	Edward R. Scully
Senior Vice President, Credit	Charles M. Hegarty
Senior Vice President, Card-Member Service	Patricia D. Isken
Senior Vice President, Operations Administration	Gregory D. Powalski
Senior Vice President, Marketing	Kenneth C. Scott
Senior Vice President, Security	Ronald E. Shults
Senior Vice President, Credit Policy	James W. Stewart, III
Senior Vice President, Chargebacks and Senior Auditor	Mary L. Symes
Vice President, Collections	Joseph C. Blum
Vice President, Accounting & Controller	Kathleen M. Gray
Vice President, Credit	Kenneth E. Hill
Vice President, Finance	George P. Hubley
Vice President, Human Resources	Grant M. Lehman
Vice President, Settlement, Facilities & Distribution	L. Lanay Thomas
Vice President & Director, Management Info Systems	John W. Troxell
Vice President, Cardmember Service	Byron E. Vance

DIRECTORS

Robert A. Bowie, II	Cindy L. Shellhorse
David Kelly, Jr.	John C. Tolleson
Paul M. Low	Richard W. Vague

LOMAS BANK USA

3 Christina Centre
201 N. Walnut Street

WILMINGTON, DE 19801 Organized 1985 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 29,124
U.S. Treasury Securities and Other	32,008
Obligations of States and Political	0
All Other Securities	9,017
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	103,300
Loans and Leases - Net	1,377,473
Bank Premises, Furniture and Fixtures	4,688
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	144,540
TOTAL ASSETS	$ 1,700,150
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.	1,001,264
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	1,001,264
Federal Funds Purchased and Securities Sold	235,220
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	248,891
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	16,000
Other Liabilities	36,390
TOTAL LIABILITIES	1,537,765
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	12,500
Surplus	118,926
Undivided Profits and Capital Reserves	30,959
TOTAL EQUITY CAPITAL	162,385
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,700,150

Member of Federal Deposit Insurance Corporation

MANUFACTURERS BANK - WILMINGTON

411 White Clay Center Drive

NEWARK, DE 19711 Organized 1986 NEW CASTLE COUNTY

OFFICERS

President	Patrick M. McQueen
Vice President	James D. Spear
Secretary	Robert W. Cadotte

DIRECTORS

Kenneth Aird	Paul H. Martzowka
John G. Bascom	Patrick M. McQueen
Robert W. Cadotte	James D. Spear

MANUFACTURERS BANK - WILMINGTON

411 White Clay Center Drive

NEWARK, DE 19711 | Organized 1986 | NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 1,416
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	48,955
Bank Premises, Furniture and Fixtures	35
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	1,117
TOTAL ASSETS	$ 51,523
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.	408
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	100
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	508
Federal Funds Purchased and Securities Sold	0
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	0
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	46,150
Other Liabilities	649
TOTAL LIABILITIES	47,307
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	1,000
Surplus	2,000
Undivided Profits and Capital Reserves	1,216
TOTAL EQUITY CAPITAL	4,216
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 51,523

Member of Federal Deposit Insurance Corporation

MANUFACTURERS HANOVER BANK (DELAWARE)

1201 Market Street

WILMINGTON, DE 19899 Organized 1983 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Donald H. McCree, Jr.
President and Chief Executive Officer	Michael M. Cassell
Senior Vice President	William Ewing, III
Vice President	Lane F. Becken
Vice President	James A. Burke
Vice President	Rita M. Cahill
Vice President	Thomas M. Cambern
Vice President	Douglas J. Cornforth
Vice President	John J. Dippo
Vice President	Michael P. Handago
Vice President	William H. Leslie
Vice President	Charles H. O'Neil, Jr.
Vice President	Philip S. Reese
Vice President, Operations Division	Richard J. Nolan, Jr.
Vice President, Operations Division	Arthur J. Horn
Vice President, Treasury Division	Paul D. Koehrsen
Vice President, Administration	Ellen G. McAllister
Vice President, National Wholesale	Laura W. McMunigal
Vice President and Counsel	John J. O'Toole
Vice President, Human Resources	William A. Telkowski
Vice President, Financial Options Group	John H. Burd
Vice President, Financial Options Group	Robert S. Damerjian
Vice President, Financial Options Group	Robert J. Sands, Jr.
Controller	Richard C. Haiber

DIRECTORS

Herbert F. Aspbury
Michael M. Cassell
Donald H. McCree, Jr.
Donald H. Layton
Peter J. Tobin

MANUFACTURERS HANOVER BANK (DELAWARE)

1201 Market Street

WILMINGTON, DE 19899 Organized 1983 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 472,100
U.S. Treasury Securities and Other		153,145
Obligations of States and Political		0
All Other Securities		95,053
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		127,825
Loans and Leases - Net		1,007,624
Bank Premises, Furniture and Fixtures		9,840
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		920
Other Assets		31,499
TOTAL ASSETS		$ 1,898,006
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 66,860
Time & Savings Deposits of Indivs., Ptnships. and Corps.		547,614
Deposits of US Government		0
Deposits of States and Political Subdivisions		176
Deposits of Commercial Banks		3,334
Other Depository Institutions		0
Certified and Official Checks		371
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		868,063
TOTAL DEPOSITS		1,486,418
(A) Total Demand Deposits	67,749	
(B) Total Time and Savings Deposits	550,606	
Federal Funds Purchased and Securities Sold		115,888
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		27,114
Mortgage Indebtedness		9
Banks Liability on Acceptances		920
Subordinated Notes and Debentures		0
Other Liabilities		28,725
TOTAL LIABILITIES		1,659,074
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		50,000
Surplus		100,000
Undivided Profits and Capital Reserves		88,932
TOTAL EQUITY CAPITAL		238,932
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 1,898,006

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

MORGAN BANK (DELAWARE)

902 Market Street

WILMINGTON, DE 19801 Organized 1981 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board, President, Chief Executive Officer & Treasurer	David D. Wakefield
Senior Vice President	Donald R. Brunner
Vice President and Secretary	James D. Goodpasture
Vice President and Manager of Banking	Philip C. Murray
Vice President and Controller	Michael C. Doyle
Vice President and Manager of Treasury	Barbara H.S. Huff
Vice President and Manager of Operations	Raymond Manza
Vice President	Barbara M. Bates
Vice President	Susan D. Bateman
Vice President	Philip S. Detjens
Vice President	Robert J. Henchey
Vice President	Leigh P. Hill
Vice President	George A. Kent
Vice President	David J. Morris
Vice President	Joseph E. Quinn
Vice President	Edmond J. Sannini
Vice President	Ralph G. Schwab
Vice President	William H. Swartz, Jr.
Vice President	Lorenzo A. Villalon
Vice President	Lloyd P. Wallace
Vice President	Timothy J. Wilhide
Vice President	Paul H. Zink

DIRECTORS

Donald R. Brunner	Henry W. Howell, Jr.
Robert G. Engel	Donald B. Riefler
David W. Fisher	David D. Wakefield

MORGAN BANK (DELAWARE)

902 Market Street

WILMINGTON, DE 19801 Organized 1981 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 404,458
U.S. Treasury Securities and Other	400,966
Obligations of States and Political	207,447
All Other Securities	43,569
Trading Account Securities	30,087
Federal Funds Sold and Securities Purchased	5,000
Loans and Leases - Net	3,589,619
Bank Premises, Furniture and Fixtures	3,403
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	5,473
Customers Liability to Bank	81,414
Other Assets	96,599
TOTAL ASSETS	$ 4,858,035

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 32,507
Time & Savings Deposits of Indivs., Ptnships. and Corps.	865,298
Deposits of US Government	62
Deposits of States and Political Subdivisions	101,281
Deposits of Commercial Banks	42
Other Depository Institutions	1,000
Certified and Official Checks	622
Foreign Deposits in Domestic Banks	26
Foreign Deposits in Foreign Banks	923,535
TOTAL DEPOSITS	1,924,373
(A) Total Demand Deposits 33,281	
(B) Total Time and Savings Deposits 967,557	
Federal Funds Purchased and Securities Sold	558,525
Interest Bearing Demand Notes	152,000
Other Liabilities for Borrowed Money	1,342,996
Mortgage Indebtedness	0
Banks Liability on Acceptances	81,414
Subordinated Notes and Debentures	225,000
Other Liabilities	74,589
TOTAL LIABILITIES	4,358,897

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	100,000
Surplus	250,000
Undivided Profits and Capital Reserves	149,138
TOTAL EQUITY CAPITAL	499,138
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 4,858,035

Member of Federal Deposit Insurance Corporation

MORGAN CHRISTIANA BANK

500 Stanton Christiana Road

NEWARK, DE 19713 Organized 1987 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board and President	David D. Wakefield
Senior Vice President	Donald R. Brunner
Vice President and Secretary	James D. Goodpasture
Vice President and Controller	Michael C. Doyle
Vice President	Raymond Manza
Vice President	Joseph E. Quinn
Vice President	Ralph G. Schwab
Assistant Vice President	George Catanese
Assistant Vice President	Gregory Heck
Assistant Vice President	Gerald F. Peyton

DIRECTORS

Donald R. Brunner
Michael C. Doyle
David D. Wakefield
James D. Goodpasture
John J. Vahey

MORGAN CHRISTIANA BANK

500 Stanton Christiana Road

NEWARK, DE 19713 | Organized 1987 | NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 41
U.S. Treasury Securities and Other	5,592
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	0
Bank Premises, Furniture and Fixtures	4
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	132
TOTAL ASSETS	$ 5,769
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 2
Time & Savings Deposits of Indivs., Ptnships. and Corps.	0
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	2
Federal Funds Purchased and Securities Sold	0
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	0
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	296
TOTAL LIABILITIES	298
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	500
Surplus	4,500
Undivided Profits and Capital Reserves	471
TOTAL EQUITY CAPITAL	5,471
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 5,769

NRD DELAWARE BANK

Christiana Building
252 Chapman Road

NEWARK, DE 19702 Organized 1984 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Frederick M. Adams, Jr.
President	Richard R. Wade
Executive Vice President and Chief Operating Officer	Erwin W. Meyer
Executive Vice President	Leonard E. Ciokajlo
Executive Vice President	Donn A. Fasbender
Senior Vice President	Larry J. Pfeil
Secretary	Richard J. McCullen
Assistant Secretary	Monica M. Barbour
Treasurer	Gregory J. Hall
Assistant Treasurer	Robert E. Allison
Administrative Officer and Assistant Secretary	Mary Jane Clapperton
Security Officer	Rudy Wagner

DIRECTORS

Frederick M. Adams, Jr.	Verne G. Istock
Leonard E. Ciokajlo	Thomas H. Jeffs, II
Robert A. DeAlexandris	Richard J. McMullen
Donn A. Fasbender	Erwin W. Meyer
Gerald K. Hanson	Lewis R. Rose

Richard R. Wade

*Converted from a Consumer Credit Bank to a Financial Center Developmemt Act Bank on March 1, 1989.

MNB DELAWARE BANK

Christiana Building
252 Chapman Road

NEWARK, DE 19702 | Organized 1984 | NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 3,978
U.S. Treasury Securities and Other	4,082
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	5,700
Loans and Leases - Net	298,041
Bank Premises, Furniture and Fixtures	777
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	7,890
TOTAL ASSETS	$ 320,468

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 3,728
Time & Savings Deposits of Indivs., Ptnships. and Corps.	285,240
Deposits of US Government	4
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	288,972
(A) Total Demand Deposits 3,732	
(B) Total Time and Savings Deposits 285,240	
Federal Funds Purchased and Securities Sold	0
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	0
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	5,030
TOTAL LIABILITIES	294,002

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	1,800
Surplus	23,289
Undivided Profits and Capital Reserves	1,377
TOTAL EQUITY CAPITAL	26,466
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 320,468

Member of Federal Deposit Insurance Corporation

NCNB AMERICA BANK

509 White Clay Center Drive

NEWARK, DE 19711 Organized 1989 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Robert Rork
President	Homer Northen
Senior Vice President	Selmore Haines

DIRECTORS

Juanita T. Beasley		Ken Lewis
Robert Lane		Homer Northen
	Robert Rork	

NCNB AMERICA BANK

509 White Clay Center Drive

NEWARK, DE 19711 Organized 1989 KENT COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions	$	93
U.S. Treasury Securities and Other		0
Obligations of States and Political		0
All Other Securities		0
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		14,600
Loans and Leases - Net		355
Bank Premises, Furniture and Fixtures		44
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		15
TOTAL ASSETS	$	15,107
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.	$	0
Time & Savings Deposits of Indivs., Ptnships. and Corps.		0
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		5,000
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		5,000
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		132
TOTAL LIABILITIES		5,132
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		2,500
Surplus		7,502
Undivided Profits and Capital Reserves		(27)
TOTAL EQUITY CAPITAL		9,975
TOTAL LIABILITIES AND EQUITY CAPITAL	$	15,107

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

THE PEOPLES BANK OF HARRINGTON

Clark and Hanley Streets

HARRINGTON, DE 19952 Organized 1905 KENT COUNTY

OFFICERS

Chairman of the Board	William J. Paskey, Jr.
President	Robert E. Everline
Senior Vice President & Secretary	Barry A. Breeding
Vice President	Frances P. Garey
Vice President	Jeanette S. Harrington
Vice President & Ass't Secretary	Keller R. Hoch

DIRECTORS

Calvert A. Morgan, Sr. William J. Paskey, Jr.
William W. Vanderwende

THE PEOPLES BANK OF HARRINGTON

Clark and Hanley Streets

HARRINGTON, DE 19952 Organized 1905 KENT COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 1,593
U.S. Treasury Securities and Other		3,000
Obligations of States and Political		3,147
All Other Securities		3
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		4,000
Loans and Leases - Net		29,181
Bank Premises, Furniture and Fixtures		522
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		540
TOTAL ASSETS		$ 41,986
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 4,115
Time & Savings Deposits of Indivs., Ptnships. and Corps.		32,737
Deposits of US Government		13
Deposits of States and Political Subdivisions		125
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		28
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		37,018
(A) Total Demand Deposits	4,189	
(B) Total Time and Savings Deposits	32,829	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		276
TOTAL LIABILITIES		37,294
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		500
Surplus		550
Undivided Profits and Capital Reserves		3,642
TOTAL EQUITY CAPITAL		4,692
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 41,986

Member of Federal Deposit Insurance Corporation

PRIMERICA BANK

(formerly The First National Bank of Wilmington
prior to conversion on 12/13/88)

774 Christiana Road

NEWARK, DE 19713 Organized 1963 NEW CASTLE COUNTY

OFFICERS

President and CEO	Joseph N. Scarpinato
Senior Vice President and CFO	William H. Neely, Jr.
Senior Vice President	Robert H. Coyner
Senior Vice President	Thomas J. Harmon
Senior Vice President	Anthony J. Tonti
Vice President/Treasurer	Bernard J. McKenna
Vice President	John S. Crescenzi
Asst. Vice President/Compliance Officer/Asst. Sec.	Ferol W. Hettick
Asst. Vice President/Security Officer	William J. Rhodunda
Assistant Vice President	J. Jeffrey Brennan
Assistant Vice President	James R. Garber
Assistant Vice President	Gail T. Szczecinski
Assistant Vice President	Francis L. Perrone
Assistant Vice President	Margaret M. Hannum
Secretary	Linda S. Davis

DIRECTORS

J. Brooke Duvall	Joseph N. Scarpinato
Victor P. Manning	Diane Shaib
A. Keith McClung, Jr.	Edwin E. Sherin

PRIMERICA BANK

774 Christiana Road

NEWARK, DE 19713 | Organized 1963 | NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 4,442
U.S. Treasury Securities and Other	8,287
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	338,781
Bank Premises, Furniture and Fixtures	704
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	6,186
TOTAL ASSETS	$ 358,400
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.	13,859
Deposits of US Government	0
Deposits of States and Political Subdivisions	171
Deposits of Commercial Banks	1,974
Other Depository Institutions	600
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	16,604
Federal Funds Purchased and Securities Sold	0
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	295,009
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	9,353
TOTAL LIABILITIES	320,966
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	7,600
Surplus	11,880
Undivided Profits and Capital Reserves	17,954
TOTAL EQUITY CAPITAL	37,434
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 358,400

Member of Federal Deposit Insurance Corporation

SOVRAN BANK/DELAWARE

800 Silver Lake Boulevard

DOVER, DE 19901 Organized 1982 KENT COUNTY

OFFICERS

Chairman of the Board	L. Ralph Hicks, Jr.
President and Chief Executive Officer	Charles M. Baynard, Jr.
Senior Vice President	Richard J. Boylan
Vice President	John H. Finefrock
Vice President	Earle A. Timpson
Assistant Vice President	Roberta C. Flynn
Assistant Vice President	Robert L. Naftzinger
Assistant Vice President	Richard A. Stoetzer
Treasurer	Jeffrey V. Erickson
Secretary	Donna B. Goldman
Bank Card Officer	Deborah L. Baul
Bank Card Officer	Reba G. Bubb
Bank Card Officer	Beverlee T. Scott

DIRECTORS

Charles M. Baynard	Jeffrey V. Erickson
Richard J. Boylan	Donna B. Goldman
L. Ralph Hicks, Jr.	Warren P. Rothe

SOVRAN BANK/DELAWARE

800 Silver Lake Boulevard

DOVER, DE 19901 Organized 1982 KENT COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 22,691
U.S. Treasury Securities and Other		1,949
Obligations of States and Political		0
All Other Securities		0
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Net		208,045
Bank Premises, Furniture and Fixtures		431
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		1,743
TOTAL ASSETS		$ 234,859
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.		2,100
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		42,500
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		44,600
(A) Total Demand Deposits	42,500	
(B) Total Time and Savings Deposits	2,100	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		157,224
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		5,628
TOTAL LIABILITIES		207,452
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		5,000
Surplus		20,000
Undivided Profits and Capital Reserves		2,407
TOTAL EQUITY CAPITAL		27,407
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 234,859

Member of Federal Deposit Insurance Corporation

THE SUSSEX TRUST COMPANY

9 S. DuPont Highway

GEORGETOWN, DE 19947 Organized 1895 SUSSEX COUNTY

OFFICERS

Chairman of the Board and Chief Executive Officer	Otto Kinzel, III
President and Chief Operating Officer	Robert L. Thompson
Executive Vice President and Chief Financial Officer	Frank A. Belliotti
Senior Vice President and Controller	Wayne V. Dukes
Senior Vice President - Retail Banking	Jerry A. Mullins
Senior Vice President - Private Banking	Harold L. Slatcher
Vice President	Gerald W. Chandler
Vice President - Audit	C. Wayne Gibson
Vice President - Senior Loan Officer	Kenneth E. Graham
Vice President - Loan Review	Barbara C. Jarvis
Vice President - Branch Administration	Alma M. Palmer
Vice President - Human Resources	Thomas Rudey
Vice President - Data Processing	Stephen M. Zee
Corporate Secretary	Robin A. Griffith
Corporate Banking Officer	Jacqueline S. Burton
Corporate Banking Officer	Clifford W. Parsons
Corporate Banking Officer	Joseph L. Shockley
Senior Operating Officer	William J. Kershaw
Senior Banking Officer	Lee B. Baker
Senior Banking Officer	Ellen Humphries
Senior Banking Officer	Donna D. Maloney
Senior Banking Officer	Clara W. Schuyler
Senior Banking Officer	Peggy W. Toomey
Trust Officer	Connie E. Mears
Trust Operations Officer	Jane L. Stayton
Compliance Officer	Ronald N. Keaton

DIRECTORS

John L. Allen, Sr.	Jackie Hickman	Herbert D. Robbins
John P. Argo	Gerald W. Hocker	Kenneth Ryder, Jr.
Alfred G. Best	Ralph Holloway	Sam H. Showell, Jr.
Frank D. Bonsall, Jr.	George W. Hopkins	Kenneth A. Simpler
C. Coleman Bunting	M. Martin Isaacs	Nancy Lee Smoot
Leon L. Burton	David A. Jones	Robert L. Thompson
Herbert Calhoun	Melvin L. Joseph	Robert W. Tunnell
W. Cecil Carpenter	Otto Kinzel, III	Robert W. Tunnell, Jr.
Crawford J. Carroll	Calvin C. McCormick	Glenn W. Ward
Donald M. Clark	Edward A. Madden	Thomas P. Webb
Addie M. Cordrey	Richard M. Manlove	John W. Whitby
Robert E. Dukes	Dr. James E. Marvil	Dr. James C. White
Dr. W. Pierce Ellis	Rex L. Mears	John E. Willey, Jr.
Robert N. Emory	Ernest E. Megee, Jr.	Preston L. Williams, Jr.
John T. Fisher	John E. Messick	W. Robert Williams

SUSSEX TRUST COMPANY

9 S. DuPont Highway

GEORGETOWN, DE 19947 Organized 1895 SUSSEX COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 19,050
U.S. Treasury Securities and Other		38,819
Obligations of States and Political		9,523
All Other Securities		10,802
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		11,050
Loans and Leases - Net		327,601
Bank Premises, Furniture and Fixtures		10,907
Other Real Estate Owned		147
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		8,956
TOTAL ASSETS		$ 436,855
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 35,706
Time & Savings Deposits of Indivs., Ptnships. and Corps.		354,698
Deposits of US Government		298
Deposits of States and Political Subdivisions		7,743
Deposits of Commercial Banks		66
Other Depository Institutions		400
Certified and Official Checks		1,165
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		400,076
(A) Total Demand Deposits	37,509	
(B) Total Time and Savings Deposits	362,567	
Federal Funds Purchased and Securities Sold		4,134
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		3,754
TOTAL LIABILITIES		407,964
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		2,000
Surplus		8,000
Undivided Profits and Capital Reserves		18,891
TOTAL EQUITY CAPITAL		28,891
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 436,855

Member of Federal Deposit Insurance Corporation

TEXAS COMMERCE BANCS

513 White Clay Center Drive

NEWARK, DE 19711 Organized 1986 NEW CASTLE COUNTY

OFFICERS

President and Chief Executive Officer	Dan S. Hallmark
Executive Vice President	Bill R. Hale
Assistant Vice President	Armando DeLeon

DIRECTORS

Bill R. Hale
Dan S. Hallmark
Shelaghmichael Lents
Marshall Tyndall
Marc Shapiro

TEXAS COMMERCE BANKS

513 White Clay Center Drive

NEWARK, DE 19711 Organized 1986 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 1,750
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	41,114
Bank Premises, Furniture and Fixtures	53
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	670
TOTAL ASSETS	$ 43,587

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 504
Time & Savings Deposits of Indivs., Ptnships. and Corps.	33,436
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	300
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	34,240
(A) Total Demand Deposits 504	
(B) Total Time and Savings Deposits 33,736	
Federal Funds Purchased and Securities Sold	1,000
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	0
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	2,282
TOTAL LIABILITIES	37,522

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	100
Surplus	5,763
Undivided Profits and Capital Reserves	202
TOTAL EQUITY CAPITAL	6,065
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 43,587

Member Federal Deposit Insurance Corporation

UNITED MISSOURI BANK, U.S.A.

2 Read's Way, Suite 211

NEW CASTLE, DE 19720 Organized 1987 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Malcolm M. Aslin
President	John E. Davis
Senior Vice President	Dan L. Cunningham
Vice President/Manager	Richard Rowe
Vice President	Douglas Byerley
Secretary	Dave Miller
Treasurer	William M. Teiwes
Assistant Treasurer	Gary L. Lasche'
Auditor	Thomas W. Switzer
Assistant Cashier/Assistant Manager	Michael Lockett

DIRECTORS

Malcolm M. Aslin
John E. Davis
William M. Teiwes
R. Crosby Kemper
Douglas F. Page

UNITED MISSOURI BANK, U.S.A.

2 Read's Way Suite 211

NEW CASTLE, DE 19720 Organized 1987 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 801
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	900
Loans and Leases - Net	113,287
Bank Premises, Furniture and Fixtures	73
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	3,450
TOTAL ASSETS	$ 118,511
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.	0
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	33,000
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	33,000
Federal Funds Purchased and Securities Sold	14,500
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	56,250
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	1,231
TOTAL LIABILITIES	104,981
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	5,000
Surplus	9,000
Undivided Profits and Capital Reserves	(470)
TOTAL EQUITY CAPITAL	3,530
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 118,511

Member of Federal Deposit Insurance Corporation

WILMINGTON TRUST COMPANY

Rodney Square North

WILMINGTON, DE 19890 Organized 1903 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board and Chief Executive Officer	Bernard J. Taylor, II
President and Chief Operating Officer	
Senior Vice President and Secretary	A. Samuel Gray
Senior Vice President and Treasurer	Joseph M. Moran
Senior Vice President	Leonard W. Quill
Senior Vice President	Henry F. Acquaotta
Senior Vice President	Ted T. Cecala, Jr.
Senior Vice President	Donald A. Corkran
Senior Vice President	Robert V. A. Harra, Jr.
Senior Vice President	John [illegible]. Kipp
Senior Vice President	Phil[illegible] G. Rickards
Senior Vice President	Peter J. Succoso
Controller	Dale R. Haring
Auditor	Jack B. Mullen

DIRECTORS

David B. Bolen	H. Stewart Dunn, Jr.	Andrew Kirkpatrick, Jr.
Robert H. Bolling, Jr.	Edward B. duPont	W. Frederick Laird
John E. Burris	Irenee duPont, Jr.	Hugh E. Miller
Richard R. Collins	George P. Edmonds	Joseph M. Moran
Edward W. Cooch, Jr.	Robert C. Forney	John R. Ryan
Charles S. Crompton, Jr.	A. Samuel Gray	Thomas P. Sweeney
Nevius M. Curtis	Charles J. Harrington	Bernard J. Taylor, II
William R. Deeley	Bernard B. Isaacson	Mary Jornlin Theisen

WILMINGTON TRUST COMPANY

Rodney Square North

WILMINGTON, DE 19890 Organized 1903 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 161,218
U.S. Treasury Securities and Other	257,416
Obligations of States and Political	78,597
All Other Securities	268,316
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	272,919
Loans and Leases - Net	2,153,152
Bank Premises, Furniture and Fixtures	51,211
Other Real Estate Owned	200
Investments in Unconsolidated Subsidiaries	2,116
Customers Liability to Bank	0
Other Assets	49,758
TOTAL ASSETS	$ 3,294,903

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 412,399
Time & Savings Deposits of Indivs., Ptnships. and Corps.	1,850,250
Deposits of US Government	8,285
Deposits of States and Political Subdivisions	53,593
Deposits of Commercial Banks	0
Other Depository Institutions	16,706
Certified and Official Checks	11,687
Foreign Deposits in Domestic Banks	239
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	2,353,159
(A) Total Demand Deposits 460,407	
(B) Total Time and Savings Deposits 1,892,752	
Federal Funds Purchased and Securities Sold	266,000
Interest Bearing Demand Notes	54,958
Other Liabilities for Borrowed Money	317,500
Mortgage Indebtedness	3,286
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	55,903
TOTAL LIABILITIES	3,050,812

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	17,502
Surplus	47,716
Undivided Profits and Capital Reserves	178,873
TOTAL EQUITY CAPITAL	244,091
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 3,294,903

Member of Federal Deposit Insurance Corporation

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STATEMENTS

OF

NON-DEPOSIT TRUST COMPANIES

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OF THE 3 NON-DEPOSIT TRUST COMPANIES,
1 WAS ORGANIZED UNDER THE
LIMITED PURPOSE TRUST ACT

AMERICAN GUARANTY & TRUST COMPANY

3801 Kennett Pike

WILMINGTON, DE 19807 Organized 1914 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Eleuthere I. du Pont
President	Matthew D. Mason, III
Senior Vice President and Secretary	Louis A. Aviola, Jr.
Vice President	Charles S. Baker
Vice President	Linda J. George
Vice President	Mary B. Zaccanini
Assistant Vice President	Mary Kay Taylor
Treasurer	A. Kenneth Hackett, Jr.
Assistant Secretary/Treasurer	Michael R. Eatough
Assistant Secretary	Margaret A. Reynolds

DIRECTORS

Louis A. Aviola, Jr.
Eleuthere I. du Pont
Francis I. du Pont
Donald E. Pease
Raymond W. Hofmann
Richard V. King
Matthew D. Mason, III

AMERICAN GUARANTY & TRUST COMPANY

3801 Kennett Pike

WILMINGTON, DE 19807 Organized 1914 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 803
U.S. Treasury Securities and Other	196
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	0
Bank Premises, Furniture and Fixtures	137
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	175,480
TOTAL ASSETS	$ 176,616

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.	0
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	0
Federal Funds Purchased and Securities Sold	0
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	0
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	175,637
TOTAL LIABILITIES	175,637

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	203
Surplus	1,006
Undivided Profits and Capital Reserves	(230)
TOTAL EQUITY CAPITAL	979
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 176,616

DELAWARE CHARTER GUARANTEE & TRUST COMPANY

1013 Centre Road
P. O. Box 8963

WILMINGTON, DE 19899 Organized 1899 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Daniel R. Butler
President and Chief Executive Officer	Stephen B. Tily, III
Executive Vice President and COO	Richard L. Prey
Vice President and Corporate Secretary	Carol Hilty Droge
Vice President, MIS	A. Daniel O'Neill
Vice President, Personnel	Karen S. Redfearn
Vice President and Controller	Thomas R. Kline
Assistant Controller	Steven M. Mauro
Second Vice President	Joyce D. Hunter
Second Vice President, General Services	Charles G. Swain
401(K) Marketing Liaison Officer	Sidney S. Garnett
Supervisor 401(K) Officer	Lisa Muller
Second Vice President, 401(k) Operations	Susan C. Judge
Second Vice President, 401(k) Operations	Richard F. Smith
Senior Trust Officer	Linda K. Jobson
Senior Trust Officer & Asst. Div. Mgr.	Deborah A. McCartney
Assistant Trust Officer	Bradbury S. Arnold
Assistant Trust Officer	Don A. Brittin
Assistant Trust Officer & Asst. Div. Mgr.	Judith A. Bullard
Assistant Trust Officer & Asst. Div. Mgr.	Cynthia R. Campagna
Assistant Trust Officer	Joanna Kennedy
Assistant Trust Officer	Gene Paranczak
Assistant Trust Officer	Michael O. Yearian
Auditor	Sandra D. Frazee

DIRECTORS

Daniel R. Butler	John S. Martin
Stephan L. Jones	David B. Ripsom, Esq.
David K. Kauf	Stephen B. Tily, III

DELAWARE CHARTER GUARANTEE & TRUST COMPANY

1013 Centre Road
P.O. Box 8963

WILMINGTON, DE 19899 Organized 1899 NEW CASTLE COUNTY

'TATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 1,858
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	6,101
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	0
Bank Premises, Furniture and Fixtures	2,179
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	7,894
TOTAL ASSETS	$ 18,032

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.	0
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	0
Federal Funds Purchased and Securities Sold	0
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	0
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	8,254
TOTAL LIABILITIES	8,254

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	200
Surplus	9,578
Undivided Profits and Capital Reserves	0
TOTAL EQUITY CAPITAL	9,778
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 18,032

SHEARSON LEHMAN HUTTON TRUST COMPANY

201 N. Walnut Street

WILMINGTON, DE 19801 Organized 1982 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Christoper M. Condron
Vice Chairman	Jerome H. Miller
President	John A. Rodgers, III
Sr. Vice President	David F. Lamere
Sr. Vice President/General Counsel	Ronald G. Sampson
Sr. Vice President	Frederick Thalmann
Vice President	M. Veronica Parry
Vice President	Rochelle Silverstrom
Treasurer	G. Neal Ryland
Secretary	Robert Thomann
Trust Officer	Christine Jett

DIRECTORS

Christopher M. Condron
H. John Ellis
David F. Lamere
Jerome H. Miller
John A. Rodgers, III
Ronald G. Sampson
Frederick Thalmann

SHEARSON LEHMAN HUTTON TRUST COMPANY

201 N. Walnut Street

WILMINGTON, DE 19801 Organized 1982 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 13
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	0
Bank Premises, Furniture and Fixtures	467
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	33,736
TOTAL ASSETS	$ 34,216
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.	0
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	0
Federal Funds Purchased and Securities Sold	0
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	0
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	31,593
TOTAL LIABILITIES	31,593
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	500
Surplus	7,250
Undivided Profits and Capital Reserves	(5,127)
TOTAL EQUITY CAPITAL	2,623
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 34,216

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STATEMENTS

OF

MUTUAL SAVINGS BANKS

****

ONE MUTUAL SAVINGS BANK

ARTISANS' SAVINGS BANK

Ninth and Tatnall Streets
P. O. Box 908

WILMINGTON, DE 19899 Organized 1861 NEW CASTLE COUNTY

OFFICERS

President and Chief Executive Officer	Stephen G. Harris, Jr.
Sr. Vice President and Secretary	Frank A. Miller
Vice President, Human Resources	James F. Murphy
Vice President, Marketing/Adv. & Bus. Dev.	Stephen C. Nelson
Vice President, Asst. Secretary and Mortgage Officer	Frederick R. Wilke
Vice President, Operations	Joseph E. Salvatore
Vice President & Treasurer	David S. Loveland, III
Controller	Robert G. Faries
Auditor & Compliance Officer	James A. Metcalfe, Jr.
Asst. Vice President and Asst. Secretary	Mary E. Barnes
Asst. Vice President and Asst. Secretary, Lending	James S. Murray
Assistant Vice President	Robert E. Carney
Asst. Secretary, Asst. Treasurer and Secretary to the President	Judith J. Clifton
Sr. Loan Officer, Lending	Stephen H. Broadwell
Loan Officer, Lending	Glenn Walters
Assistant Treasurer	Patricia A. Alberta
Assistant Treasurer	Helen Lee Connor
Assistant Treasurer	Julia J. Krutenat
Assistant Treasurer	Barbara A. McDonald

DIRECTORS

William W. Bewley, Jr.	Frank A. Miller
Frank M. Casson	Robert S. Moore, Sr.
John N. Fortner	Albert A. Poppiti
Kenneth M. Freemark, Jr.	G. S. Scarborough, Jr.
Stephen G. Harris, Jr.	Donald C. Taylor
Richard G. Hatfield	Harlan C. Williams
Sally V. Hawkins	

ARTISANS' SAVINGS BANK

Ninth and Tatnall Streets
P.O. Box 908

WILMINGTON, DE 19899 Organized 1861 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions	$	6,303
U.S. Treasury Securities and Other		37,578
Obligations of States and Political		218
All Other Securities		49,795
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		9,500
Loans and Leases - Net		159,602
Bank Premises, Furniture and Fixtures		2,535
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		10,136
TOTAL ASSETS	$	275,667

LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.	$	10,640
Time & Savings Deposits of Indivs., Ptnships. and Corps.		242,298
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		63
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		253,001
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		3,567
TOTAL LIABILITIES		256,568

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	0
Surplus	7,000
Undivided Profits and Capital Reserves	12,099
TOTAL EQUITY CAPITAL	19,099

TOTAL LIABILITIES AND EQUITY CAPITAL	$	275,667

Member of Federal Deposit Insurance Corporation

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STATEMENTS

OF

NATIONAL BANKS

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17 BANKS
10 OF THESE BANKS WERE ORGANIZED UNDER THE
FINANCIAL CENTER DEVELOPMENT ACT

BARCLAYS BANK OF DELAWARE, N.A.

1405 Foulk Road, Suite 100

WILMINGTON, DE 19803 Organized 1985 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Edward F. Hill
President	Richard Farmer
Executive Vice President and Chief Operations Officer	Patrick F. Flanagan
Senior Vice President and Director of Credit	James L. Leslie
Vice President	Gerald T. Buckley
Vice President	Charles D. Davis
Vice President	James W. Dawson
Vice President	Betty S. Harris
Vice President	Daniel C. McGeary
Vice President	Terry L. Oxford
Vice President	Patricia C. Patterson

DIRECTORS

Edward F. Hill
Richard Farmer
Wendell Fenton
Patrick F. Flanagan
Martin I. Lubaroff
Dale D. Peters
Wallace C. Tyser, Jr.

BARCLAYS BANK OF DELAWARE, N.A.

1405 Foulk Road, Suite 100

WILMINGTON, DE 19803 Organized 1985 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions	$	3,611
U.S. Treasury Securities and Other		0
Obligations of States and Political		0
All Other Securities		1,642
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Net		672,505
Bank Premises, Furniture and Fixtures		4,764
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		12,596
TOTAL ASSETS	$	695,118
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.	$	0
Time & Savings Deposits of Indivs., Ptnships. and Corps.		0
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		0
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		647,629
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		10,456
TOTAL LIABILITIES		658,085
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		18,000
Surplus		36,550
Undivided Profits and Capital Reserves		(17,517)
TOTAL EQUITY CAPITAL		37,033
TOTAL LIABILITIES AND EQUITY CAPITAL	$	695,118

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

BANCFICIAL NATIONAL BANK

Bellevue Park Corporate Center
400 Bellvue Parkway

WILMINGTON, DE 19899 Organized 1920 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	James H. Gilliam
Chairman/CEO	Finn M. W. Caspersen
President/CEO	David J. Farris
President	James W. Wright
Senior Vice President/Cashier	Robert M. Allcorn, Jr.
Senior Vice President/Business Development	Fred Frear
Senior Vice President and General Counsel	Wheeler K. Neff
Senior Vice President/Chief Financial Officer	Robert W. Pierce
Senior Vice President/Director of Marketing	B. Robert Purple
Senior Vice President/Consumer/ Commercial Sales	Fred C. Sears, II
Vice President	James M. Carney
Vice President	Calvin H. Christopher
Vice President	Anthony P. Higgins
Vice President	Judith I. Hulburt
Vice President	Carol D. Stewart
Vice President	Linda H. Ziegler
Assistant Vice President	A. Joseph Atz
Assistant Vice President	John G. Clare
Assistant Vice President	Sandra N. Dobbs
Assistant Vice President	Louise T. Douglas
Assistant Vice President	Thomas P. Kelly
Assistant Vice President	Nicoletta A. Paloni
Assistant Vice President	Bruce A. Quillen
Assistant Vice President	Charles R. Vineyard

DIRECTORS

J. Caleb Boggs
Elbert N. Carvel
Finn M. W. Caspersen
David J. Farris
James H. Gilliam
James W. Wright
Andrew C. Halvorsen
Henry Topel
E. Norman Veasey
Charles H. Watts, II
John O. Williams

BENEFICIAL NATIONAL BANK

400 Bellevue Parkway

WILMINGTON, DE 19899 Organized 1920 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 35,931
U.S. Treasury Securities and Other		12,427
Obligations of States and Political		5,369
All Other Securities		377
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		8,000
Loans and Leases - Net		149,206
Bank Premises, Furniture and Fixtures		3,326
Other Real Estate Owned		153
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		2,763
TOTAL ASSETS		$ 217,552
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 53,259
Time & Savings Deposits of Indivs., Ptnships. and Corps.		126,341
Deposits of US Government		57
Deposits of States and Political Subdivisions		5,804
Deposits of Commercial Banks		1
Other Depository Institutions		118
Certified and Official Checks		1,434
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		187,014
(A) Total Demand Deposits	54,942	
(B) Total Time and Savings Deposits	132,072	
Federal Funds Purchased and Securities Sold		1,468
Interest Bearing Demand Notes		1,989
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		4,114
TOTAL LIABILITIES		194,585
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		3,700
Surplus		5,550
Undivided Profits and Capital Reserves		13,717
TOTAL EQUITY CAPITAL		22,967
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 217,552

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

THE CHASE MANHATTAN BANK, (USA) N.A.

Chase Plaza
802 Delaware Avenue

WILMINGTON, DE 19801 Organized 1982 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Thomas C. Lynch
President	Robert Fredrickson
Vice President	Ronald Cicala
Vice President	William Dobbins
Vice President	Neil Faulkner
Vice President	Michael Gallo
Vice President	William Greenwell
Vice President	Dennis Hanifan
Vice President	Steven Kessler
Vice President	Edward McKenna
Vice President	Anna Mickiewicz
Vice President	Raymond Miller
Vice President	Hugh Mulloy
Vice President	John Otto
Vice President	Joan Peyer
Vice President	Andrew Semmelman
Vice President	Gerald Sopp
Vice President	Amy Tobias

DIRECTORS

J. Russell Baker	Warren R. Leonard
Donald L. Boudreau	Jay S. Lowrey
Richard A. Fama	Anthony Schultz
Peter J. Holzer	Deborah L. Talbot
Robert D. Hunter	Anthony T. Zaffiro

THE CHASE MANHATTAN BANK, (USA) N.A.

Chase Plaza
802 Delaware Avenue

WILMINGTON, DE 19801 Organized 1982 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions	$	41,333
U.S. Treasury Securities and Other		988
Obligations of States and Political		0
All Other Securities		3,390
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Net		6,625,166
Bank Premises, Furniture and Fixtures		18,693
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		160,770
TOTAL ASSETS	$	6,850,340

LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.	$	1,189
Time & Savings Deposits of Indivs., Ptnships. and Corps.		3,058,158
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		64,900
Other Depository Institutions		0
Certified and Official Checks		4,053
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		3,128,300
(A) Total Demand Deposits 5,242		
(B) Total Time and Savings Deposits 3,123,058		
Federal Funds Purchased and Securities Sold		1,417,400
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		1,411,412
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		284,552
TOTAL LIABILITIES		6,241,664

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	24,000
Surplus	89,000
Undivided Profits and Capital Reserves	495,676
TOTAL EQUITY CAPITAL	608,676

TOTAL LIABILITIES AND EQUITY CAPITAL	$	6,850,340

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

COLONIAL NATIONAL BANK USA

1403 Foulk Road

WILMINGTON, DE 19803 Organized 1926 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board and Chief Executive Officer	Dennis Alter
President and Chief Operating Officer	Richard A. Greenawalt
Executive Vice President and Chief Financial Officer	Warren W. Kantor
Senior Vice President	Jeffrey D. Beck
Senior Vice President	Allyn H. Jacobson
Senior Vice President	Robert A. Marshall
Vice President, Credit Operations	Diane Bowser
Vice President, Finance, and Controller	John J. Calamari
Vice President, Marketing	John W. Crisler
Vice President, Planning, Reporting and Finance	Deborah A. Dove
Vice President, Corporate Audit and Support, and Security Officer	Ellen P. Foster
Vice President, Asset Quality	Jeffrey L. Fread
Vice President, Accounting Operations	Michael A. Girman
Vice President, Human Resources	John B. Hofmann
Vice President and Treasurer	Thomas A. Jackson
Vice President, Deposit Operations	Linda Lockhart
Vice President, Marketing	Carol A. Manner
Vice President, Secretary and General Counsel	Gene S. Schneyer
Vice President, Assistant Secretary and Associate General Counsel	Steven Stone
Vice President, Credit Card Operations	Richard Zahn
Vice President, Marketing	Ronald N. Zebeck
Vice President	Ronald W. Averett
Vice President	Frederick L. Brewster
Vice President	Bonnie R. Brown
Vice President	J. Michael Brown
Vice President	John Crowe, Jr.
Vice President	Eileen Dougherty
Vice President	Dennis R. Eickhoff
Vice President	William D. Kaiser
Vice President	James R. Levy
Vice President	David Nagurney
Vice President	Margaret Rose
Vice President	Anthony T. Yesenofsk[illegible]

DIRECTORS

Dennis Alter	Graeme K. Howard
Arthur P. Bellis	Warren W. Kantor
Max Botel	Niel C. Morgan
Richard J. Braemer	Andrew D. Steiner
Richard A. Greenawalt	Robert I. Toll

Phillip A. Turberg

COLONIAL NATIONAL BANK USA

1403 Foulk Road

WILMINGTON, DE 19850 Organized 1926 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 12,419
U.S. Treasury Securities and Other		221,503
Obligations of States and Political		44,987
All Other Securities		16,254
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		106,000
Loans and Leases - Net		761,288
Bank Premises, Furniture and Fixtures		10,331
Other Real Estate Owned		351
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		39,583
TOTAL ASSETS		$ 1,212,716
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 6,074
Time & Savings Deposits of Indivs., Ptnships. and Corps.		806,419
Deposits of US Government		2,102
Deposits of States and Political Subdivisions		10,778
Deposits of Commercial Banks		12,695
Other Depository Institutions		34,698
Certified and Official Checks		4,761
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		877,527
(A) Total Demand Deposits	10,837	
(B) Total Time and Savings Deposits	866,690	
Federal Funds Purchased and Securities Sold		200,850
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		36,957
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		25,373
TOTAL LIABILITIES		1,140,707
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		1,285
Surplus		71,066
Undivided Profits and Capital Reserves		(342)
TOTAL EQUITY CAPITAL		72,009
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 1,212,716

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

CORESTATES BANK OF DELAWARE, N.A.

1523 Concord Pike

WILMINGTON, DE 19803 Organized 1982 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Bipin C. Shah
Vice Chairman	James E. Ryan
President	Paul G. Finegan
Executive Vice President	Blair E. McNeill
Executive Vice President	George D. Norton
Executive Vice President	Peter B. Davidson
Senior Vice President	Scott W. Gundaker
Senior Vice President	James M. Vitale
Vice President and General Manager	William Anderson
Vice President	John W. Baker
Vice President	Robert J. Ciccozzi
Vice President	Charles Dougherty
Vice President	Frank Doyle
Vice President	Anne Gliottone
Vice President	Denise Goss
Vice President	Randy F. Grenda
Vice President	Nancy Miller
Vice President	John Newton
Vice President	John O'Connor
Vice President	William Toomey
Counsel	William Finlay

DIRECTORS

Peter B. Davidson
Paul G. Finegan
Scott W. Gundaker
Blair E. McNeill
George D. Norton
James E. Ryan
Bipin C. Shah

CORESTATES BANK OF DELAWARE, N.A.

1523 Concord Pike

WILMINGTON, DE 19803 Organized 1982 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 2,637
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	750
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	1,148,940
Bank Premises, Furniture and Fixtures	3,990
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	38,987
TOTAL ASSETS	$ 1,195,304

LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 115
Time & Savings Deposits of Indivs., Ptnships. and Corps.		0
Deposits of US Government		0
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		2,200
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		2,315
(A) Total Demand Deposits	115	
(B) Total Time and Savings Deposits	2,200	
Federal Funds Purchased and Securities Sold		32,700
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		1,040,000
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		10,000
Other Liabilities		29,976
TOTAL LIABILITIES		1,114,991

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	10,000
Surplus	15,000
Undivided Profits and Capital Reserves	55,313
TOTAL EQUITY CAPITAL	80,313
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,195,304

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

DELAWARE NATIONAL BANK

Route 113 and Edwards Street
P. O. Box 509

GEORGETOWN, DE 19947 Organized 1979 SUSSEX COUNTY

OFFICERS

Chairman of the Board	Gerald W. Wilgus
President and Chief Executive Officer	Gary E. Burl
Vice President and Cashier	Lynda A. Messick
Vice President and Loan Officer	J. Frank Perdue
Assistant Vice President	Bruce E. Layton
Assistant Treasurer	Linda C. Betts
Assistant Treasurer	Sharon L. Chalabala
Assistant Cashier	Mary E. Hughes

DIRECTORS

Gary E. Burl	Floyd A. Megee
Everett T. Conaway	Ronald T. Moore
Roland L. Derrickson	Barbara-Cherrix O'Leary
Robert L. Halbrook	James Perdue
H. Wayne Kraeer	Gerald W. Wilgus

Gordon E. Wood

DELAWARE NATIONAL BANK

Route 113 and Edwards Street
P.O. Box 509

GEORGETOWN, DE 19947 Organized 1979 SUSSEX COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 4,075
U.S. Treasury Securities and Other		2,528
Obligations of States and Political		100
All Other Securities		68
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		7,745
Loans and Leases - Net		47,287
Bank Premises, Furniture and Fixtures		1,397
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		1,147
TOTAL ASSETS		$ 64,347
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 8,186
Time & Savings Deposits of Indivs., Ptnships. and Corps.		44,007
Deposits of US Government		41
Deposits of States and Political Subdivisions		378
Deposits of Commercial Banks		2,189
Other Depository Institutions		2,481
Certified and Official Checks		599
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		57,881
(A) Total Demand Deposits	9,103	
(B) Total Time and Savings Deposits	48,778	
Federal Funds Purchased and Securities Sold		830
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		250
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		854
TOTAL LIABILITIES		59,815
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		829
Surplus		1,447
Undivided Profits and Capital Reserves		2,256
TOTAL EQUITY CAPITAL		4,532
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 64,347

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

EQUIBANK (DELAWARE) N.A.

1407 Foulk Road

WILMINGTON, DE 19803 Organized 1987 NEW CASTLE COUNTY

OFFICERS

President	William J. Bradley
Executive Vice President	James G. Stewart
Senior Vice President	Edward F. Garofalo
Senior Vice President	Gary L. Roche
Vice President	Patrick Stack
Vice President	Theresa A. Wyre
Assistant Vice President	Bruce Williams
Assistant Vice President	Karl Fischer
Senior Bank Officer	William Costello
Marketing Officer	Jonathan Barrett

DIRECTORS

William J. Bradley	Frederick I. Robinson
Allen S. Fellheimer	James G. Stewart
Claire W. Gargalli	Samuel M. Switzenbaum
Martin B. Goldstein, D.O.	Roy A. Wentz

Nicholas J. Zennario

EQUIBANK (DELAWARE), N.A.

1407 Foulk Road

WILMINGTON, DE 19803 Organized 1987 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 1,184
U.S. Treasury Securities and Other		0
Obligations of States and Political		0
All Other Securities		858
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Net		408,546
Bank Premises, Furniture and Fixtures		1,092
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		406
TOTAL ASSETS		$ 412,086
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 204
Time & Savings Deposits of Indivs., Ptnships. and Corps.		9
Deposits of US Government		44
Deposits of States and Political Subdivisions		9
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		266
(A) Total Demand Deposits	257	
(B) Total Time and Savings Deposits	9	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		372,984
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		5,167
TOTAL LIABILITIES		378,417
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		12,500
Surplus		16,109
Undivided Profits and Capital Reserves		5,060
TOTAL EQUITY CAPITAL		33,669
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 412,086

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

300 King Street

WILMINGTON, DE 19809 Organized 1983 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Scott P. Marks, Jr.
President	Anthony K. Metta
Secretary	Richard P. Eckman
Vice President	Donald Kumorek
Vice President	Beth Lacey
Vice President	Michael Majchrzak
Assistant Vice President	Althea De Brule
Assistant Vice President	Michael Episcopo
Assistant Vice President	Henry Kordik
Assistant Vice President	Jane Messman
Assistant Vice President	Michael Sheahan
Assistant Vice President	Shirley Tully
Assistant Vice President	Maureen Tusio

DIRECTORS

Lynn R. Dillon	Scott P. Marks, Jr.
Richard P. Eckman	Anthony K. Metta
Michael Majchrzak	Peter J. Nowak, Jr.

FCC NATIONAL BANK

300 King Street

WILMINGTON, DE 19809 Organized 1983 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 39,251
U.S. Treasury Securities and Other		0
Obligations of States and Political		0
All Other Securities		5,680
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Net		3,960,831
Bank Premises, Furniture and Fixtures		19,673
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		269,741
TOTAL ASSETS		$ 4,295,176
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 7,828
Time & Savings Deposits of Indivs., Ptnships. and Corps.		353,728
Deposits of US Government		406
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		361,962
(A) Total Demand Deposits	8,234	
(B) Total Time and Savings Deposits	353,728	
Federal Funds Purchased and Securities Sold		268,764
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		3,250,000
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		161,746
TOTAL LIABILITIES		4,042,472
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		17,500
Surplus		171,842
Undivided Profits and Capital Reserves		63,362
TOTAL EQUITY CAPITAL		252,704
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 4,295,176

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

FIRST ATLANTA BANK, N.A.

77 Read's Way

NEW CASTLE, DE 19720 Organized 1986 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Thomas E. Boland
President	Jerry D. Craft
Auditor	Steven A. Elmore
Controller	Clay G. Battle
Secretary and General Counsel	George E. Swanson
Senior Vice President	Marion C. Weaver
Vice President	H. Richard Allen
Vice President	Linda D. Bisbee
Vice President	James E. Lister
Vice President	Robert B. Mayers
Vice President	John J. Milani
Vice President	David A. Post
Vice President	Kathryn B. Rinz
Vice President	Cynthia R. Whiteman

DIRECTORS

J. Peirce Anderson	Jerry D. Craft
Thomas E. Boland	Richard G. McCauley
John E. F. Corson	William D. Sproesser

FIRST ATLANTA BANK, N.A.

77 Read's Way

NEW CASTLE, DE 19729 Organized 1986 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 6,087
U.S. Treasury Securities and Other		0
Obligations of States and Political		0
All Other Securities		750
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		5,500
Loans and Leases - Net		108,233
Bank Premises, Furniture and Fixtures		2,245
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		7,052
TOTAL ASSETS		$ 129,867
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 0
Time & Savings Deposits of Indivs., Ptnships. and Corps.		4,744
Deposits of US Government		0
Deposits of States and Political Subdivisions		201
Deposits of Commercial Banks		7,100
Other Depository Institutions		0
Certified and Official Checks		0
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		12,045
(A) Total Demand Deposits	1	
(B) Total Time and Savings Deposits	12,044	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		72,025
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		16,967
TOTAL LIABILITIES		101,037
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		5,000
Surplus		20,000
Undivided Profits and Capital Reserves		3,830
TOTAL EQUITY CAPITAL		28,830
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 129,867

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

THE FIRST NATIONAL BANK OF WILMINGTON

774 Christiana Road

NEWARK, DE 19713 Organized 1963 NEW CASTLE COUNTY

Effective December 13, 1988, The First National Bank of Wilmington converted from a national charter to a state charter and changed its name to Primerica Bank.

THE FIRST NATIONAL BANK OF WYOMING

120 West Camden-Wyoming Avenue
P. O. Box 279

WYOMING, DE 19934 Organized 1909 KENT COUNTY

OFFICERS

Chairman of the Board	Joseph Jackewicz
Vice Chairman of the Board	W. G. Davis
President and Chief Executive Officer	H. Bernard Lynch
Senior Vice President/Cashier	Joseph E. Chippie
Vice President	Mary E. Benham
Assistant Vice President	Diane Emeigh
Assistant Vice President	Paul B. Hughes, Jr.
Assistant Vice President	Lois Walters

DIRECTORS

Harold L. Bennett
W. G. Davis
William A. Dawson
C. Fred Fifer, III
Joseph Jackewicz
H. Bernard Lynch
Peter Nechay

FIRST NATIONAL BANK OF WYOMING

120 West Camden-Wyoming Avenue
P.O. Box 279

WYOMING, DE 19934 | Organized 1909 | KENT COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 2,528
U.S. Treasury Securities and Other		10,944
Obligations of States and Political		2,748
All Other Securities		416
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Net		46,211
Bank Premises, Furniture and Fixtures		513
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		1,563
TOTAL ASSETS		$ 64,923
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 9,669
Time & Savings Deposits of Indivs., Ptnships. and Corps.		43,705
Deposits of US Government		31
Deposits of States and Political Subdivisions		14
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		208
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		53,627
(A) Total Demand Deposits	9,922	
(B) Total Time and Savings Deposits	43,705	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		15
Other Liabilities for Borrowed Money		471
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		978
TOTAL LIABILITIES		55,091
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		562
Surplus		563
Undivided Profits and Capital Reserves		8,707
TOTAL EQUITY CAPITAL		9,832
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 64,923

Member of Federal Deposit Insurance Company
Member of Federal Reserve System

FIRST OMNI BANK, N.A.

499 Mitchell Road

MILLSBORO, DE 19966 Organized 1982 SUSSEX COUNTY

OFFICERS

President and Chief Executive Officer	Charles W. Cole, Jr.
Executive Vice President	A. Michael Jackson
Senior Vice President	John F. Mullady
Vice President & Cashier	Walter L. Vickers, Jr.
Vice President	Paul J. Baziotes
Vice President	Mark S. Coon
Vice President	Wilma L. Howett
Vice President	John A. Fletcher
Controller	J. Richard McKenny
Secretary and Assistant Cashier	Gary W. Sutton

DIRECTORS

Charles W. Cole, Jr.
A. Michael Jackson
Robert W. Schaefer
William T. Murray, III
Joseph E. Peters

FIRST OMNI BANK, N.A.

499 Mitchell Street

MILLSBORO, DE 19966 Organized 1982 SUSSEX COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 7,047
U.S. Treasury Securities and Other		0
Obligations of States and Political		0
All Other Securities		760
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		0
Loans and Leases - Ne		470,379
Bank Premises, Furniture and Fixtures		7,456
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		10,337
TOTAL ASSETS		$ 495,979
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 705
Time & Savings Deposits of Indivs., Ptnships. and Corps.		397,464
Deposits of US Government		2
Deposits of States and Political Subdivisions		0
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		24
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		398,195
(A) Total Demand Deposits	731	
(B) Total Time and Savings Deposits	397,464	
Federal Funds Purchased and Securities Sold		21,000
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		275
Mortgage Indebtedness		35
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		25,000
Other Liabilities		21,130
TOTAL LIABILITIES		465,635
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		12,500
Surplus		12,830
Undivided Profits and Capital Reserves		5,014
TOTAL EQUITY CAPITAL		30,344
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 495,979

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

J C PENNEY NATIONAL BANK

9 Commerce Street

HARRINGTON, DE 19952 Organized 1888 KENT COUNTY

OFFICERS

President and Chief Executive Officer	David G. Jones
Vice President	C. Douglas Crouse
Vice President	Anna Mae Draper
Vice President	Joyce B. Dyer
Vice President	Joan E. Quillen
Assistant Vice President	Franklin Hendricks

DIRECTORS

Herman C. Brown
David T. Cunneen
John M. Curtis
Robert B. Gill
Jack E. Jaqua
David G. Jones
Robert E. Northam

J. C. PENNEY NATIONAL BANK

9 Commerce Street

HARRINGTON, DE 19952 Organized 1888 KENT COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 3,328
U.S. Treasury Securities and Other		7,938
Obligations of States and Political		1,049
All Other Securities		770
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		92,500
Loans and Leases - Net		434,160
Bank Premises, Furniture and Fixtures		673
Other Real Estate Owned		0
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		7,737
TOTAL ASSETS		$ 548,155
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 10,796
Time & Savings Deposits of Indivs., Ptnships. and Corps.		494,363
Deposits of US Government		0
Deposits of States and Political Subdivisions		470
Deposits of Commercial Banks		0
Other Depository Institutions		0
Certified and Official Checks		229
Foreign Deposits in Domestic Banks		0
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		505,858
(A) Total Demand Deposits	11,032	
(B) Total Time and Savings Deposits	494,826	
Federal Funds Purchased and Securities Sold		0
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		0
Mortgage Indebtedness		0
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		11,420
TOTAL LIABILITIES		517,278
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		210
Surplus		25,449
Undivided Profits and Capital Reserves		5,218
TOTAL EQUITY CAPITAL		30,877
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 548,155

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

*does not make commercial loans

MARINE MIDLAND BANK (DELAWARE), N.A.

824 Market Street Mall

WILMINGTON, DE 19801 Organized 1984 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Arthur B. Ziegler
President and Chief Executive Officer	Robert H. Bohannon
Senior Credit and Administrative Officer	Stephen D. Harrison
Secretary	Frank J. Laski
Associate Counsel	Vincent J. Marriott
Vice President	Francis A. Belliotti
Vice President, Operations	J. Daniel Christian
Vice President, Funding	Paul S. Greenplate
Vice President	Francis X. Murphy
Vice President	John J. O'Neill
Vice President	Daniel P. Sheerin
Assistant Secretary	Catherine E. Gutowski
Assistant Secretary	John G. Holinka
Assistant Secretary	Gretchen A. Makowski
Assistant Secretary	Vincent J. Marriott
Assistant Secretary	Gea Tung

DIRECTORS

Robert H. Bohannon
Dennis G. Buchert
Donald E. Cielewich
W. K. Hannan, Jr.
Arthur B. Ziegler
Richard C. Keller
Peter Laqueur
Daniel P. Sheerin
Rexford L. West

MARINE MIDLAND BANK (DELAWARE), N.A.

824 Market Street Mall

WILMINGTON, DE 19801 Organized 1984 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 22,769
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	2,998
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	2,018,212
Bank Premises, Furniture and Fixtures	5,500
Other Real Estate Owned	163
Investments in Unconsolidated Subsidiaries	6
Customers Liability to Bank	0
Other Assets	68,418
TOTAL ASSETS	$ 2,118,066
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 5,637
Time & Savings Deposits of Indivs., Ptnships. and Corps.	642,172
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	54
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	647,863
(A) Total Demand Deposits 5,691	
(B) Total Time and Savings Deposits 642,172	
Federal Funds Purchased and Securities Sold	105,000
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	1,113,866
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	79,806
TOTAL LIABILITIES	1,946,535
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	50,000
Surplus	49,918
Undivided Profits and Capital Reserves	71,613
TOTAL EQUITY CAPITAL	171,531
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 2,118,066

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

MARYLAND BANK, N.A.

400 Christiana Road

NEWARK, DE 19713 Organized 1982 NEW CASTLE COUNTY

OFFICERS

President and Chief Operating Officer	Charles M. Cawley
Executive Vice President	John R. Cochran
Executive Vice President	Bruce L. Hammonds
Executive Vice President	M. Scot Kaufman
Senior Vice President	Charles F. Wheatley

DIRECTORS

Frank P. Bramble, Sr.	Henry D. Felton
Charles M. Cawley	Bruce L. Hammonds
John R. Cochran	Alan P. Hoblitzell, Jr.
William H. Daiger, Jr.	Harry J. Weitzel, Jr.

MARYLAND BANK, N.A.

400 Christiana Road

NEWARK, DE 19713 | Organized 1982 | NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 209,531
U.S. Treasury Securities and Other	115,363
Obligations of States and Political	0
All Other Securities	1,710
Trading Account Securities	300,000
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	1,022,115
Bank Premises, Furniture and Fixtures	41,589
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	212,734
TOTAL ASSETS	$ 1,903,042

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 14,112
Time & Savings Deposits of Indivs., Ptnships. and Corps.	1,261,216
Deposits of US Government	491
Deposits of States and Political Subdivisions	104
Deposits of Commercial Banks	44,931
Other Depository Institutions	3,099
Certified and Official Checks	4,816
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	73,000
TOTAL DEPOSITS	1,401,769
(A) Total Demand Deposits 19,523	
(B) Total Time and Savings Deposits 1,309,246	
Federal Funds Purchased and Securities Sold	276,322
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	36,425
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	35,000
Other Liabilities	50,381
TOTAL LIABILITIES	1,799,897

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	12,500
Surplus	44,500
Undivided Profits and Capital Reserves	46,145
TOTAL EQUITY CAPITAL	103,145
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,903,042

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

MELLON BANK (DELAWARE), N.A.

Tenth and Market Streets

WILMINGTON, DE 19801 Organized 1807 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board and President	H. Harrison Kephart, Jr.
Secretary	Steven Kaplan
Senior Vice President	Sergio S. Ora, Jr.
Senior Vice President	Donald A. Jones
Senior Vice President	Gordon A. Pfeiffer
Chief Trust Officer	Thomas J. Hayden
Controller	Kathleen A. Gallo
Vice President/Manager - Human Resources	Robert F. Scholl
Vice President	Kaye O. Brown
Vice President	Richard W. Burke
Vice President	Daniel A. Coulston
Vice President	John D. Floyd, Jr.
Vice President	George A. Godfrey
Vice President	Gerald P. Horgan
Vice President	Margaret E. Strine
Vice President	James D. Weiss, Jr.
Vice President	C. Leslie Wix

DIRECTORS

John S. Barry	H. Harrison Kephart, Jr.
Robert D. Burris	Garrett B. Lyons
Betty L. Chambers	Martin G. McGuinn
Robert C. Cole, Jr.	W. Charles Paradee, Jr.
Carl De Martino	Bruce M. Stargatt
Arden B. Engebretsen	Anthony P. Terracciano

MELLON BANK (DELAWARE), N.A.

Tenth and Market Streets

WILMINGTON, DE 19801 Organized 1807 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS		(In Thousands)
Cash and Due from Depository Institutions		$ 26,590
U.S. Treasury Securities and Other		12,957
Obligations of States and Political		0
All Other Securities		789
Trading Account Securities		0
Federal Funds Sold and Securities Purchased		10,992
Loans and Leases - Net		1,079,421
Bank Premises, Furniture and Fixtures		20,218
Other Real Estate Owned		124
Investments in Unconsolidated Subsidiaries		0
Customers Liability to Bank		0
Other Assets		20,675
TOTAL ASSETS		$ 1,171,766
LIABILITIES		
Demand Deposits of Indivs., Ptnships. and Corps.		$ 89,680
Time & Savings Deposits of Indivs., Ptnships. and Corps.		628,286
Deposits of US Government		1,837
Deposits of States and Political Subdivisions		5,972
Deposits of Commercial Banks		7,606
Other Depository Institutions		468
Certified and Official Checks		3,862
Foreign Deposits in Domestic Banks		47
Foreign Deposits in Foreign Banks		0
TOTAL DEPOSITS		737,758
(A) Total Demand Deposits	106,632	
(B) Total Time and Savings Deposits	631,126	
Federal Funds Purchased and Securities Sold		50,685
Interest Bearing Demand Notes		0
Other Liabilities for Borrowed Money		283,104
Mortgage Indebtedness		1,827
Banks Liability on Acceptances		0
Subordinated Notes and Debentures		0
Other Liabilities		41,065
TOTAL LIABILITIES		1,114,439
EQUITY CAPITAL		
Preferred Stock		0
Common Stock		4,000
Surplus		21,855
Undivided Profits and Capital Reserves		31,472
TOTAL EQUITY CAPITAL		57,327
TOTAL LIABILITIES AND EQUITY CAPITAL		$ 1,171,766

Member of Federal Deposit Insurance Corporation

MIDLANTIC NATIONAL BANK/DELAWARE

501 Carr Road, Suite 300

WILMINGTON, DE 19809 Organized 1988 NEW CASTLE COUNTY

OFFICERS

President	James J. Lynch
Senior Vice President	Richard T. Heimlich
Vice President	Gerard V. Kennedy, Jr.
Vice President/Controller	Joseph D. Di Panni
Assistant Vice President	Renee G. Cohen
Assistant Vice President	Andrea J. Degutis
Cashier	John M. Sperger

DIRECTORS

Frank P. Garnevicus
James J. Lynch
Desmond P. McDonald
Roy T. Peraino
Richard C. Rishel
David E. Sparks
Robert Van Buren

MIDLANTIC NATIONAL BANK/DELAWARE

501 Carr Road, Suite 300

WILMINGTON, DE 19809 Organized 1988 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 640
U.S. Treasury Securities and Other	0
Obligations of States and Political	0
All Other Securities	750
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	175,493
Bank Premises, Furniture and Fixtures	732
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	1,742
TOTAL ASSETS	$ 179,357

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 33
Time & Savings Deposits of Indivs., Ptnships. and Corps.	48,000
Deposits of US Government	0
Deposits of States and Political Subdivisions	9
Deposits of Commercial Banks	25
Other Depository Institutions	0
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	48,067
(A) Total Demand Deposits 42	
(B) Total Time and Savings Deposits 48,025	
Federal Funds Purchased and Securities Sold	80,100
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	20,000
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	6,158
TOTAL LIABILITIES	154,325

EQUITY CAPITAL	
Preferred Stock	0
Common Stock	5,000
Surplus	20,000
Undivided Profits and Capital Reserves	32
TOTAL EQUITY CAPITAL	25,032
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 179,357

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

PNC NATIONAL BANK

3535 Silverside Road

WILMINGTON, DE 19810 Organized 1982 NEW CASTLE COUNTY

OFFICERS

Chairman, President and Chief Executive Officer	Robert E. Chappell
Executive Vice President	J. Richard Carnall
Executive Vice President	Philip R. Goldsmith
Executive Vice President	G. Robert Hoffman
Senior Vice President	Morton B. Comer
Senior Vice President	Patrick S. Doran
Vice President and Secretary	John D. Silcox, Jr.
Assistant Vice President and Controller	John F. Kolla
Vice President	Keith D. Coughey
Vice President	John Hricik
Vice President	Frederick M. LeClair
Vice President	Lawrence J. Miceli
Vice President	James M. Mimm
Vice President	Audrey M. Scott

DIRECTORS

J. Richard Carnall
Robert E. Chappell
Morton B. Comer
Philip R. Goldsmith
G. Robert Hoffman

PNC NATIONAL BANK

3535 Silverside Road

WILMINGTON, DE 19809 Organized 1982 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 23,998
U.S. Treasury Securities and Other	148,016
Obligations of States and Political	0
All Other Securities	753
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	621,784
Bank Premises, Furniture and Fixtures	2,804
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	5,094
TOTAL ASSETS	$ 802,449

LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 15
Time & Savings Deposits of Indivs., Ptnships. and Corps.	313,615
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	62,000
Other Depository Institutions	0
Certified and Official Checks	7
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	375,637
(A) Total Demand Deposits 40,022	
(B) Total Time and Savings Deposits 335,615	
Federal Funds Purchased and Securities Sold	193,800
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	165,742
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	17,676
TOTAL LIABILITIES	752,855

EQUITY CAPITAL	
Preferred Stock	13,000
Common Stock	10,000
Surplus	2,100
Undivided Profits and Capital Reserves	24,494
TOTAL EQUITY CAPITAL	49,594
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 802,449

Member of Federal Deposit Insurance Corporation
Member of Federal Reserve System

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STATEMENTS OF

FEDERAL SAVINGS BANKS

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4 BANKS

DELAWARE SAVINGS BANK, FSB

921 Orange Street

WILMINGTON, DE 19801 Organized 1921 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	Bernard J. Daney
President and Chief Executive Officer	Ronald W. Bevan
Vice President and Corporate Secretary	Gale E. Stawicki
Vice President and Controller	Stephen M. Barczykowski
Treasurer	Robert C. Barlow
Assistant Vice President/Branch Manager	Mary Frances Nabb
Assistant Secretary/Branch Manager	Victoria H. Mills
Assistant Secretary/Branch Manager	E. Dorothy Kelly

DIRECTORS

Robert C. Barlow	Bernard J. Daney
Ronald W. Bevan	Lewis M. Hagerty
Wilmer Bouchelle	John M. Levinson, M.D.
Joseph J. Breen	Benjamin L. Lloyd, Jr.
Thomas Capano	Michael A. Poppiti
James J. Clarke, Ph.D.	Denis T. Raihall, Ph.D.

Harold G. Schultz, Sr.

DELAWARE SAVINGS BANK, FSB

921 Orange Street

WILMINGTON, DE 19801 Organized 1921 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 3,137
U.S. Treasury Securities and Other	751
Obligations of States and Political	0
All Other Securities	13,639
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	56,022
Bank Premises, Furniture and Fixtures	365
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	1,171
Customers Liability to Bank	0
Other Assets	1,282
TOTAL ASSETS	$ 76,367
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 5,191
Time & Savings Deposits of Indivs., Ptnships. and Corps.	36,716
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	4,600
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	46,507
Federal Funds Purchased and Securities Sold	10,027
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	14,487
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	2,632
TOTAL LIABILITIES	73,653
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	235
Surplus	1,286
Undivided Profits and Capital Reserves	1,193
TOTAL EQUITY CAPITAL	2,714
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 76,367

Member of the Federal Home Loan Bank
Member of the Federal Savings & Loan Insurance Corporation

FIRST FEDERAL SAVINGS BANK (OF DELAWARE)

702 King Street
First Federal Plaza

WILMINGTON, DE 19899 Organized 1938 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	William C. Erbey
President & Chief Executive Officer	John D. Fitzmaurice
Executive Vice President & Chief Operating Officer	Steven E. Sacks
Chief Financial Officer	Wade A. Dauses
Treasurer	Rory A. Brown
Controller	Steven H. Nigro
Secretary	John R. Erbey
Vice President	Wayne E. Benson
Vice President	Kirk H. Edelman
Vice President	Kenneth P. Kirchner
Vice President	Alan W. Kral
Vice President	Roger A. Longest
Vice President	Teresa A. Seeman
Vice President/Assistant Controller	Mark B. Taylor
Vice President	Marjorie A. Weiss
Vice President	George M. Williams
Assistant Vice President	James M. Worosz
Assistant Treasurer	William D. Dickler

DIRECTORS

William C. Erbey
John D. Fitzmaurice
William A. Haddock, Jr.
Andrew L. Miller
Howard H. Simon
Barry N. Wish
Trudi Willcox Wood

FIRST FEDERAL SAVINGS BANK (OF DELAWARE)

702 King Street
First Federal Plaza

WILMINGTON, DE 19899 Organized 1938 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 8,319
U.S. Treasury Securities and Other	4,829
Obligations of States and Political	0
All Other Securities	215,076
Trading Account Securities	15,000
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	79,156
Bank Premises, Furniture and Fixtures	4,031
Other Real Estate Owned	69
Investments in Unconsolidated Subsidiaries	3,609
Customers Liability to Bank	0
Other Assets	22,247
TOTAL ASSETS	$ 352,336
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 31,800
Time & Savings Deposits of Indivs., Ptnships. and Corps.	155,969
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	968
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	188,737
Federal Funds Purchased and Securities Sold	87,812
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	59,717
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	4,925
TOTAL LIABILITIES	341,191
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	3
Surplus	11,518
Undivided Profits and Capital Reserves	(376)
TOTAL EQUITY CAPITAL	11,145
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 352,336

Member of the Federal Home Loan Bank
Member of the Federal Savings & Loan Insurance Association

WHITE EAGLE FEDERAL SAVINGS BANK

600 South Harrison Street

WILMINGTON, DE 19805 Organized 1911 NEW CASTLE COUNTY

OFFICERS

Chairman of the Board	John E. Babiarz
President & Chief Executive Officer	Raymond S. Babiarz, Jr.
Executive Vice President	Sylvester Legutko
Assistant Vice President	Mary Elizabeth Anderson
Assistant Vice President	Donald R. Werkheiser
Secretary	John F. Yasik, Jr.
Treasurer	Eleanor J. White
Assistant Secretary	Carolyn L. Rutkowski

DIRECTORS

John E. Babiarz
Raymond S. Babiarz, Jr.
G. Howard Edler
Henry C. Grabowski, Jr.
Joseph M. Kwiatkowski
Jesse Samluk
John F. Yasik, Jr.

WHITE EAGLE FEDERAL SAVINGS BANK

600 S. Harrison Street

WILMINGTON, DE 19805 Organized 1911 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 2,201
U.S. Treasury Securities and Other	6,229
Obligations of States and Political	0
All Other Securities	0
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	0
Loans and Leases - Net	27,949
Bank Premises, Furniture and Fixtures	685
Other Real Estate Owned	0
Investments in Unconsolidated Subsidiaries	0
Customers Liability to Bank	0
Other Assets	1,280
TOTAL ASSETS	$ 38,344
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 2,562
Time & Savings Deposits of Indivs., Ptnships. and Corps.	20,659
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	,190
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	24,411
Federal Funds Purchased and Securities Sold	2,564
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	8,850
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	827
TOTAL LIABILITIES	36,652
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	2
Surplus	916
Undivided Profits and Capital Reserves	774
TOTAL EQUITY CAPITAL	1,692
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 38,344

Member of the Federal Home Loan Bank
Member of the Federal Savings and Loan Insurance Corporation

WILMINGTON SAVINGS FUND SOCIETY, FSB

838 Market Street

WILMINGTON, DE 19801 Organized 1832 NEW CASTLE COUNTY

OFFICERS

Chairman and Chief Executive Officer	J. Walton St. Clair, Jr.
President and Chief Operating Officer	Thomas K. Kerstetter
Executive Vice President and Secretary	Ronald C. Smith
Executive Vice President and Chief Financial Officer	John D. Waters
Executive Vice President, Operations	David J. Feeser
Executive Vice President, Commercial Services	Eric L. Van Gilder
Executive Vice President, Consumer Services	Gordon M. Dyott

DIRECTORS

E. Gary Cook, Ph. D.
Clifford P. Diver
George D. Herrmann, Jr.
Joseph R. Julian
Thomas K. Kerstetter
Bernard H. Lochtenberg, Ph.D.
William J. Miller, Jr.
Randall T. Murrill, Jr.
Robert L. Richards, Jr., Ph. D.
J. Walton St. Clair, Jr.
B. Gary Scott
Thomas C. Shea
James E. Vachris

WILMINGTON SAVINGS FUND SOCIETY, FSB

838 Market Street

WILMINGTON, DE 19801 Organized 1832 NEW CASTLE COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 41,375
U.S. Treasury Securities and Other	15,185
Obligations of States and Political	28,306
All Other Securities	94,655
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	11,000
Loans and Leases - Net	1,145,210
Bank Premises, Furniture and Fixtures	34,552
Other Real Estate Owned	20,954
Investments in Unconsolidated Subsidiaries	15,520
Customers Liability to Bank	149
Other Assets	31,561
TOTAL ASSETS	$ 1,438,467
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 98,851
Time & Savings Deposits of Indivs., Ptnships. and Corps.	930,708
Deposits of US Government	274
Deposits of States and Political Subdivisions	13,819
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	8,077
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	1,051,729
Federal Funds Purchased and Securities Sold	106,873
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	157,258
Mortgage Indebtedness	317
Banks Liability on Acceptances	149
Subordinated Notes and Debentures	0
Other Liabilities	25,924
TOTAL LIABILITIES	1,342,250
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	0
Surplus	94,426
Undivided Profits and Capital Reserves	1,791
TOTAL EQUITY CAPITAL	96,217
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,438,467

Member of the Federal Home Loan Bank
Member of Federal Deposit Insurance Corporation

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STATEMENTS

OF

STATE-CHARTERED

SAVINGS/BUILDING AND LOAN

ASSOCIATIONS

****

7 INSTITUTIONS

ARDEN BUILDING AND LOAN ASSOCIATION

2111 Orleans Road

ARDEN, DE 19810 Organized 1917 NEW CASTLE COUNTY

OFFICERS

President	Leon Tanzer
Vice President	Joseph Bell
Secretary - Treasurer	Rae Gerstine
Attorney	Joseph Green

DIRECTORS

Sylvia Abramson	John Grimaldi
Joseph Bell	June Kleban
Barbara Fenske	Richard Lebeis
Rae F. Gerstine	Arthur E. Stevenson
Joseph Green	Leon Tanzer

ARDEN BUILDING AND LOAN ASSOCIATION

2111 Orleans Road

ARDEN, DE 19810 Organized 1917 NEW CASTLE COUNTY

STATEMENT OF 06/30/89

ASSETS	(Dollars)
First Mortgage Loans	$ 243,627
Other Loans	0
Real Estate Sold on Contract	0
Other Real Estate Owned	0
U.S. Government Obligations	0
Other Investments	0
Cash on Hand and in Banks	11,360
Fixed Assets (Net of Depreciation)	0
Other Assets	2,780
TOTAL ASSETS	$ 257,767
LIABILITIES	
Installment Stock Dues Paid In (Serial Shares)	$ 18,700
Earnings Apportioned (Distributed)	0
Full Paid Stock	156,400
Installment Full Paid Stock	0
Undivided Profits (Including Current Earnings not Distributed)	33,956
Other Capital Accounts	0
TOTAL CAPITAL	209,056
Borrowed Money	0
Loans in Process	0
Other Liabilities	1,141
Reserve for Losses on Loans	27,685
Reserve for Contingencies	19,885
TOTAL LIABILITIES	$ 257,767
Number of Serial Shares Outstanding (Par Value $200)	290
Number of Full Shares Outstanding (Par Value $100)	1,564

BRIDGEVILLE BUILDING AND LOAN ASSOCIATION

102 Market Street

BRIDGEVILLE, DE 19933 Organized 1924 SUSSEX COUNTY

OFFICERS

President	Thomas J. Gray, Jr.
Vice President	Ralph E. Davis
Secretary/Treasurer	F. Joseph Willey
Assistant Secretary	Carol A. Willey

DIRECTORS

James E. Culver
Ralph E. Davis
Thomas J. Gray, Jr.
F. Joseph Willey
Richard W. Harris
Robert B. Hopkins
Norman G. Powell

BRIDGEVILLE BUILDING AND LOAN ASSOCIATION

102 Market Street

BRIDGEVILLE, DE 19933 Organized 1924 SUSSEX COUNTY

STATEMENT OF 06/30/89

ASSETS	(Dollars)
First Mortgage Loans	$ 1,612,394
Other Loans	28,905
Real Estate Sold on Contract	0
Other Real Estate Owned	4,106
U.S. Government Obligations	0
Other Investments	0
Cash on Hand and in Banks	93,443
Fixed Assets (Net of Depreciation)	24,347
Other Assets	7,600
TOTAL ASSETS	$ 1,770,795

LIABILITIES	
Installment Stock Dues Paid In (Serial Shares)	$ 85,900
Earnings Apportioned (Distributed)	27,752
Full Paid Stock	1,469,700
Installment Full Paid Stock	0
Undivided Profits (Including Current Earnings not Distributed)	0
Other Capital Accounts	55,146
TOTAL CAPITAL	1,638,498
Borrowed Money	0
Loans in Process	0
Other Liabilities	168
Reserve for Losses on Loans	18,913
Reserve for Contingencies	113,216
TOTAL LIABILITIES	$ 1,770,795

Number of Serial Shares Outstanding (Par Value $200)	1,490
Number of Full Shares Outstanding (Par Value $100)	14,697

CLAYTON SAVINGS AND LOAN ASSOCIATION

433 Main Street

CLAYTON, DE 19938 Organized 1885 KENT COUNTY

OFFICERS

President	Jerome Neal
Vice President	Barbara D. Pritchard
Treasurer	Edward E. Hurd
Secretary	Betsy A. Ely

DIRECTORS

Cynthia L. Boyd	Bryce R. Nash
Dale Everett	James T. Vaughn, Jr.
Allen Everett	Harry D. Willis

CLAYTON SAVINGS AND LOAN ASSOCIATION

CLAYTON, DE 19938 — 433 Main Street, Organized 1885 — KENT COUNTY

STATEMENT OF 06/30/89

ASSETS	(Dollars)
First Mortgage Loans	$ 199,912
Other Loans	15,950
Real Estate Sold on Contract	0
Other Real Estate Owned	0
U.S. Government Obligations	0
Other Investments	0
Cash on Hand and in Banks	4,271
Fixed Assets (Net of Depreciation)	1
Other Assets	1,130
TOTAL ASSETS	$ 221,264

LIABILITIES	
Installment Stock Dues Paid In (Serial Shares)	$ 123,150
Earnings Apportioned (Distributed)	45,722
Full Paid Stock	0
Installment Full Paid Stock	0
Undivided Profits (Including Current Earnings not Distributed)	3,653
Other Capital Accounts	0
TOTAL CAPITAL	172,525
Borrowed Money	31,520
Loans in Process	0
Other Liabilities	154
Reserve for Losses on Loans	0
Reserve for Contingencies	17,065
TOTAL LIABILITIES	$ 221,264

Number of Serial Shares Outstanding (Par Value $200)	2,095
Number of Full Shares Outstanding	0

DELAWARE CITY BUILDING AND LOAN ASSOCIATION

145 Clinton Street

DELAWARE CITY, DE 19706 Organized 1888 NEW CASTLE COUNTY

OFFICERS

President	Frank M. Derrickson
Vice President	David L. Money, Jr.
Treasurer	William J. Beck
Secretary and Assistant Treasurer	Anna G. Wilson
Assistant Secretary	H. Bailey Lester, Jr.

DIRECTORS

Thomas J. Eastburn	David L. Money, Jr.
Raymond A. Elliott	H. Blaine Money, Jr.
Robert L. Haugh	Anna G. Wilson
H. Bailey Lester, Jr.	Patricia S. Wilson

DELAWARE CITY BUILDING AND LOAN ASSOCIATION

145 Clinton Street

DELAWARE CITY, DE 19706 Organized 1888 NEW CASTLE COUNTY

STATEMENT OF 06/30/89

ASSETS	(Dollars)
First Mortgage Loans	$ 536,601
Other Loans	1,624
Real Estate Sold on Contract	0
Other Real Estate Owned	0
U.S. Government Obligations	0
Other Investments	0
Cash on Hand and in Banks	46,927
Fixed Assets (Net of Depreciation)	5,337
Other Assets	532
TOTAL ASSETS	$ 591,021
LIABILITIES	
Installment Stock Dues Paid In (Serial Shares)	$ 78,861
Earnings Apportioned (Distributed)	21,128
Full Paid Stock	383,800
Installment Full Paid Stock	0
Undivided Profits (Including Current Earnings not Distributed)	14,913
Other Capital Accounts	0
TOTAL CAPITAL	498,702
Borrowed Money	0
Loans in Process	0
Other Liabilities	331
Reserve for Losses on Loans	48,464
Reserve for Contingencies	43,524
TOTAL LIABILITIES	$ 591,021
Number of Serial Shares Outstanding (Par Value $200)	1,271
Number of Full Paid Shares Outstanding (Par Value $50)	7,676

MILFORD BUILDING AND LOAN ASSOCIATION

10 North West Front Street
P. O. Box 599

MILFOI , DE 19963 Organized 1869 KENT COUNTY

Acquired by Sussex Trust Company and dissolved
as of 11/01/88

NEWPORT BUILDING AND LOAN ASSOCIATION

116-C East Justis Street

NEWPORT, DE 19804 Organized 1869 NEW CASTLE COUNTY

OFFICERS

President	John S. Hanna, Jr.
Vice President	Thomas Seeds
Financial Secretary	William B. Hambleton
Treasurer	John M. Smiley
Assistant Treasurer	Garrett Abele
Recording Secretary and Clerk	Ida Smith
Attorney	Keith & Koffenberger

DIRECTORS

Garrett Abele
George C. Charnick
William B. Hambleton
John S. Hanna, Jr.
Horace O. Ingram
Thomas M. Keith, Esq.
Delmer Kilby
Jesse Rodden
Thomas Seeds
John M. Smiley
Ida Smith

NEWPORT BUILDING AND LOAN ASSOCIATION

116-C East Justis Street

NEWPORT, DE 19804 Organized 1869 NEW CASTLE COUNTY

STATEMENT OF 06/30/89

ASSETS	(Dollars)
First Mortgage Loans	$ 116,467
Other Loans	1,349
Real Estate Sold on Contract	0
Other Real Estate Owned	0
U.S. Government Obligations	0
Other Investments	42,260
Cash on Hand and in Banks	2,618
Fixed Assets (Net of Depreciation)	0
Other Assets	113
TOTAL ASSETS	$ 162,807
LIABILITIES	
Installment Stock Dues Paid in (Serial Shares)	$ 104,367
Earnings Apportioned (Distributed)	27,392
Full Paid Stock	4,800
Installment Full Paid Stock	1,065
Undivided Profits (Including Current Earnings not Distributed)	2,223
Other Capital Accounts	0
TOTAL CAPITAL	139,847
Borrowed Money	0
Loans in Process	0
Other Liabilities	349
Reserve for Losses on Loans	0
Reserve for Contingencies	22,611
TOTAL LIABILITIES	$ 162,807
Number of Serial Shares Outstanding (Par Value $200)	1,585
Number of Full Shares Outstanding (Par Value $50)	118

NINTH WARD SAVINGS AND LOAN ASSOCIATION

400 Delaware Avenue

WILMINGTON, DE 19801 Organized 1922 NEW CASTLE COUNTY

OFFICERS

President	Ronald P. Crouch
Vice President	Ernest J. Peoples
Assistant Vice President	Paul Biddle, Jr.
Assistant Vice President	Rose Marie Roberts
Treasurer	Jerome P. Arrison
Secretary	Josephine B. Mauro

DIRECTORS

William R. Baldt	Louis J. D'Onofrio
J. Bayard Cloud	Larry D. Gehrke
Thomas B. Cloud	Robert F. Klippel
Ronald P. Crouch	Charles S. McDowell

Ernest J. Peoples

NINTH WARD SAVINGS AND LOAN ASSOCIATION

400 Delaware Avenue

WILMINGTON, DE 19801 Organized 1922 NEW CASTLE COUNTY

STATEMENT OF 06/30/89

ASSETS	(Dollars)
First Mortgage Loans	$ 67,492,980
Other Loans	2,832,544
Real Estate Sold on Contract	0
Other Real Estate Owned	0
U.S. Government Obligations	0
Other Investment	2,889,544
Cash on Hand and in Banks	2,279,070
Fixed Assets (Net of Depreciation)	1,007,677
Other Assets	804,592
TOTAL ASSETS	$ 77,306,407
LIABILITIES	
Installment Stock Dues Paid in (Serial Shares)	$ 0
Earnings Apportioned (Distributed)	0
Full Paid Stock	65,184,028
Installment Full Paid Stock	2,257,760
Undivided Profits (Including Current Earnings not Distributed)	3,609,087
Other Capital Accounts	0
TOTAL CAPITAL	71,050,875
Borrowed Money	3,050,000
Loans in Process	232,420
Other Liabilities	2,973,112
Reserve for Losses on Loans	0
Reserve for Contingencies	0
TOTAL LIABILITIES	$ 77,306,407
Number of Full Paid Shares Outstanding (Par Value $1,000)	65,184

Member of the Federal Home Loan Bank
Member of the Federal Savings and Loan Insurance Corp.

TOWNSEND BUILDING AND LOAN ASSOCIATION

P.O. Box 48

TOWNSEND, DE 19734 Organized 1914 NEW CASTLE COUNTY

OFFICERS

President	John W. Dukes
Vice President	Terry D. VanHorn
Treasurer	A. Woodall Cochran
Assistant Treasurer	Woodrow McDonald
Secretary	Rose-Jean Cochran

DIRECTORS

A. Woodall Cochran	James A. Lee
John W. Dukes	Woodrow McDonald
William A. Heinold	Terry D. VanHorn
Stanley Johnson	Kathleen Watson

Norman Younger

TOWNSEND BUILDING AND LOAN ASSOCIATION

P.O. Box 48

TOWNSEND, DE 19734 Organized 1914 NEW CASTLE COUNTY

STATEMENT OF 06/30/89

ASSETS	(Dollars)
First Mortgage Loans	$ 169,000
Other Loans	0
Real Estate Sold on Contract	0
Other Real Estate Owned	0
U.S. Government Obligations	0
Other Investments	0
Cash on Hand and in Banks	73,949
Fixed Assets (Net of Depreciation)	0
Other Assets	0
TOTAL ASSETS	$ 242,949
LIABILITIES	
Installment Stock Dues Paid In (Serial Shares)	$ 157,537
Earnings Apportioned (Distributed)	54,245
Full Paid Stock	0
Installment Full Paid Stock	0
Undivided Profits (Including Current Earnings not Distributed)	4,529
Other Capital Accounts	0
TOTAL CAPITAL	216,311
Borrowed Money	0
Loans in Process	0
Other Liabilities	0
Reserve for Losses on Loans	20,392
Reserve for Contingencies	6,246
TOTAL LIABILITIES	$ 242,949
Number of Serial Shares Outstanding (Par Value $200)	2,374
Number of Full Shares Outstanding	0

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STATEMENTS

OF

MARYLAND

FEDERAL SAVINGS BANKS

WITH BRANCHES IN DELAWARE

****

2 INSTITUTIONS

JOHN HANSON SAVINGS BANK, FSB

11700 Beltsville Drive

BELTSVILLE, MD 20705 Organized 1960 PRINCE GEORGES COUNTY

OFFICERS

Chairman of the Board	Cyrus A. Ansary
Vice Chairman	Gerald A. Cousino
President and Chief Executive Officer	J. William Middendorf II
Sr. Executive Vice President and Chief Operations Officer	John V. Pollack
Executive Vice President and Chief of Administration	Kenneth V. Duncan
Senior Vice President and Controller	Joseph L. Borrelli
Senior Vice President	Michael S. Frank
Senior Vice President	William F. Gisriel, Jr.
Senior Vice President	Arthur G. Hooper
Corporate Secretary	Shirley M. Marcom
General Counsel	Walter L. Green

DIRECTORS

Cyrus A. Ansary	Stanley E. Harrison
Gerald A. Cousino	H. H. McFarlin
Paul Dragoumis	J. William Middendorf II
George F. Ellis, Jr.	Stephen T. Mitchell
Carlton M. Green	Walter D. Pinkard, Jr.
Walter L. Green	John V. Pollock

Delaware Branch Location(s):

6-P Rehoboth Mall
Rehoboth Beach, Delaware 19971

JOHN HANSON SAVINGS BANK, FSB

11700 Beltsville Drive

BELTSVILLE, MD 20705 Organized 1960 PRINCE GEORGES COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 25,037
U.S. Treasury Securities and Other	15,090
Obligations of States and Political	0
All Other Securities	255,594
Trading Account Securities	95,330
Federal Funds Sold and Securities Purchased	2,000
Loans and Leases - Net	511,113
Bank Premises, Furniture and Fixtures	7,598
Other Real Estate Owned	14,124
Investments in Unconsolidated Subsidiaries	14,210
Customers Liability to Bank	0
Other Assets	29,174
TOTAL ASSETS	$ 969,270
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 108,484
Time & Savings Deposits of Indivs., Ptnships. and Corps.	531,958
Deposits of US Government	0
Deposits of States and Political Subdivisions	10,596
Deposits of Commercial Banks	9,215
Other Depository Institutions	44,229
Certified and Official Checks	0
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	704,482
Federal Funds Purchased and Securities Sold	135,760
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	85,096
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	0
Other Liabilities	15,106
TOTAL LIABILITIES	940,444
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	5,770
Surplus	21,210
Undivided Profits and Capital Reserves	1,846
TOTAL EQUITY CAPITAL	28,826
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 969,270

Member of the Federal Home Loan Bank
Member of the Federal Savings & Loan Insurance Corporation

SECOND NATIONAL FEDERAL SAVINGS BANK

Route 50 & Phillip Morris Drive

SALISBURY, MD 21801 Organized 1972 WICOMICO COUNTY

OFFICERS

Chairman of the Board	Eugene F. Ford, Sr.
President & Chief Executive Officer	Henry A. Berliner, Jr.
Executive Vice President & Chief Operations Officer	William F. Brooks, Jr.
Executive Vice President & Chief Lending Officer	Marion J. Minker, Jr.
Executive Vice President	Walton W. Sanderson
Senior Vice President	Richard L. Brake
Senior Vice President	Dennis F. Davies
Senior Vice President	Eric W. Edstrom
Senior Vice President	Linda D. Gannacone
Senior Vice President	William T. Hill
Senior Vice President	Tracy T. Morris
Senior Vice President and Chief Financial Officer	William T. Russell, III
Senior Vice President	M. Sue Valenaz
Internal Auditor	Carl E. Vincent, Jr.
Corporate Secretary	Patricia A. Gleason
General Counsel	Ronald G. Rayne

DIRECTORS

Henry A. Berliner, Jr.	Wayne A. Johnson
Calvert R. Bregel, Esq.	John E. Lingo
William E. Esham, Jr.	George A. Purnell
Daniel J. Fitzgerald	Lou E. Satchell
Eugene F. Ford, Sr.	W. Jerome Sterling III
Sylvia J. Gannon	Brock J. Vinton
James A. Horty	Edward O. Wayson, Jr.

Delaware Branch Location(s):

121 Rehoboth Avenue
Rehoboth Beach, DE 19971-0627

4537 Highway 1
Lewes, DE 19958-0657

901 Shipley Street
Wilmington, DE 19899-1395

West Market Street
Greenwood, DE 19950

Blue Hen Mall
Dover, DE 19901

Centerville Road & Old Capital Trail
Wilmington, DE 19906

652 N. DuPont Highway
Milford, DE 19963

910 Norman Eskridge Highway
Seaford, DE 19973

SECOND NATIONAL FEDERAL SAVINGS BANK

Route 50 & Phillip Morris Drive

SALISBURY, MD 21801 Organized 1972 WICOMICO COUNTY

STATEMENT AS OF 06/30/89

ASSETS	(In Thousands)
Cash and Due from Depository Institutions	$ 9,101
U.S. Treasury Securities and Other	58,993
Obligations of States and Political	0
All Other Securities	22,169
Trading Account Securities	0
Federal Funds Sold and Securities Purchased	6,639
Loans and Leases - Net	1,228,647
Bank Premises, Furniture and Fixtures	13,449
Other Real Estate Owned	1,078
Investments in Unconsolidated Subsidiaries	1,326
Customers Liability to Bank	0
Other Assets	19,431
TOTAL ASSETS	$ 1,360,833
LIABILITIES	
Demand Deposits of Indivs., Ptnships. and Corps.	$ 8,583
Time & Savings Deposits of Indivs., Ptnships. and Corps.	897,840
Deposits of US Government	0
Deposits of States and Political Subdivisions	0
Deposits of Commercial Banks	0
Other Depository Institutions	0
Certified and Official Checks	642
Foreign Deposits in Domestic Banks	0
Foreign Deposits in Foreign Banks	0
TOTAL DEPOSITS	907,065
Federal Funds Purchased and Securities Sold	59,614
Interest Bearing Demand Notes	0
Other Liabilities for Borrowed Money	304,568
Mortgage Indebtedness	0
Banks Liability on Acceptances	0
Subordinated Notes and Debentures	26,430
Other Liabilities	16,280
TOTAL LIABILITIES	1,313,957
EQUITY CAPITAL	
Preferred Stock	0
Common Stock	7,324
Surplus	11,804
Undivided Profits and Capital Reserves	27,748
TOTAL EQUITY CAPITAL	46,876
TOTAL LIABILITIES AND EQUITY CAPITAL	$ 1,360,833

Member of the Federal Home Loan Bank
Member of the Federal Savings & Loan Insurance Corporation

OTHER LICENSEES

LICENSED LENDERS	64 Institutions with 113 Locations
OTHER LENDERS AUTHORIZED TO DO BUSINESS IN DELAWARE	46 Corporations
MOTOR VEHICLE SALES FINANCE COMPANIES	57 Institutions with 84 Locations
PRENEED FUNERAL CONTRACTS	25 Funeral Homes
CASHING OF CHECKS, DRAFTS AND MONEY ORDERS COMPANIES	1 Corporation
SALE OF CHECKS, DRAFTS AND MONEY ORDERS COMPANIES	10 Corporations
TRANSPORTATION OF MONEY AND VALUABLES COMPANIES	4 Carriers

LICENSED LENDERS

ALW Home Mortgages , Inc.	3100 Breckinridge Blvd., Bldg. 1200, Duluth, GA 30199 Route 16 and Route 13, Greenwood, DE 19950 153 Chestnut Hill Road, Wilmington, DE 19808 2633 Sherwood Road, Wilmington, DE 19808 1101 S. Dupont Highway, Dover, DE 19901 30 Austin Road, Wilmington, DE 19810 1215 West Baltimore Pike, Lima, PA 19317 5803 Rolling Road, Suite 201, Springfield, VA 22152 130 E. Main Street, Salisbury, MD 21801
American Family Mortgage Corp.	2115 Concord Pike, Suite 202, Wilmington, DE 19803
American General Finance, Inc.	105 S. Dupont Highway, Dover, DE 19901 1128 S. Central Avenue, Laurel, DE 19956 13 Chestnut Hill Plaza, Newark, DE 19713 Smyrna Mart, Smyrna, DE 19977
American Homestead Mortgage Corporation	305 Fellowship Road, Mt. Laurel, NJ 08054
American Mortgage & Investment Services, Inc.	843 Rahway Avenue, Woodbridge, NJ 07095 1165 Marlkress Road, Cherry Hill, NJ 07002
Associates Financial Services Company of Delaware, Inc.	435 N. DuPont Highway, Dover, DE 19901 2606A Kirkwood Highway, Wilmington, DE 19805 Parkway Plaza, Unit 6, New Castle, DE 19720 2311 S. DuPont Highway, Dover, DE 19901 2707 Kirkwood Highway, Newark, DE 19711 1601 Concord Pike, Wilmington, DE 19803
Associates National Mortgage Corp.	250 E. Carpenter Freeway, Irving, TX 75062
Avco Financial Services of Dover, Inc.	863 S. Governors Avenue, Dover, DE 19901
Avco Financial Services of Newark, Inc.	11-A Liberty Plaza, Newark, DE 19715
Avco Financial Services of West West Wilmington, Inc.	4708 Kirkwood Highway, Wilmington, DE 19808
BGS Financial Services, Inc.	1116 West Street, Wilmington, DE 19801
Banker's Finance Co., Inc. t/a Bankers First Mortgage Co., Inc.	9505 Reistertown Road, Suite 200, Owings Mills, MD 21
BarclaysAmerican/Financial, Inc.	5914 Kirkwood Highway, Wilmington, DE 19808
Beneficial Delaware, Inc.	514 Jefferic Boulevard, Dover, DE 19901
Beneficial Mortgage Corporation	200 Continental Drive, Newark, DE 19714-6085

Blazer Financial Services, Inc.	115 Loockerman Street, Dover, DE 19901 2114 N. DuPont Highway, Camden, DE 19934 619 N. DuPont Highway, Milford, DE 19963 370 College Square Shopping Center, Newark, DE 19701 2076 New Castle Avenue, New Castle, DE 19720 2401 Kirkwood Highway, Wilmington, DE 19805
Cardinal Financial Company	355 E. Street Road, Trevose, PA 19047
Century 21 Mortgage Corporation	681 Moore Road, Suite 312, King of Prussia, PA 19406
Chase Manhattan Financial Services d/b/a Chase Manhattan of Delaware	251 St. Asaphs Road, Bala Cynwyd, PA 19004
Chrysler First Business Credit Corporation	4435 Waterfront Drive, Suite 304, Glen Allen, VA 23060
Chrysler First Financial Services Corporation	Bellevue Building, Suite 101, Bear, DE 19701
Delaware Mortgage Company	1003 Delaware Avenue, Wilmington, DE 19806
Equity Mortgage Co., Inc.	62 N. Chapel Street, Newark, DE 19711
First Delaware Mortgage Company	1100 Carr Road, Wilmington, DE 19809
First Union Home Equity Corporation	301 S. Tryon Street, Charlotte, NC 28288
Gilpin, Van Trump and Montomery, Inc.	First Federal Plaza, Suite 100, Wilmington, DE 19801
GMAC Mortgage Corporation of PA	1013 Centre Road, Wilmington, DE 19805
HomeAmerican Mortgage Corporation	4 Cabot Place, Newark, DE 19711
Household Finance Corporation II	Bay Court Plaza, Room 12, Route 113, Dover, DE 19901 Basin Road & DuPont Boulevard, New Castle, DE 19720 Chestnut Hill & Marrow Road, Newark, DE 19711 902 Norman Eskridge Highway, Seaford, DE 19973 4415 Kirkwood Highway, Wilmington, DE 19808 4115 Concord Pike, Wilmington, DE 19810
Household Finance Corporation III	Chestnut Hill & Marrow Road, Newark, DE 19711
Huntington Mortgage Company	3411 Silverside Road, Suite 104, Wilmington, DE 19810 630 W. Division Street, Suite A, Dover, DE 19901
Lomas Mortgage USA, Inc.	Hamilton Centre, Suite 300, Waldorf, MD 20601
Lumbermens Mortgage Corporation	700 Rahway Avenue, Union, NJ 07083
Margaretten and Company Inc.	400 Bellevue Parkway, Suite 160, Wilmington, DE 19806
Maryland National Mortgage Corp.	701 Foulk Road, Wilmington, DE 19803 233-235 Main Street, Salisbury, MD 21801

Mercantile Mortgage Corporation	1003 Delaware Avenue, Wilmington, DE 19806
MerchantsHome Mortgage Corporation	149 Witmer Road, Horsham, PA 19044
Merrill Lynch Realty Operating Partnership, L.P. d/b/a Merrill Lynch Realty	Ten Stamford Forum, Stamford, CT 06901
Mortgage Capital Investors	4129 Highway One, Rehoboth Beach, DE 19976
Mortgage Services of America	200 Century Parkway, Mt. Laurel, NJ 08054
Northeast Loan and Mortgage Corporation	1780 Kirkwood Highway, Newark, DE 19711
Norwest Financial Delaware, Inc.	49 Greentree Drive, Dover, DE 19901 1946 Maryland Avenue, Suite 22, Wilmington, DE 19805
Old Stone Credit Corporation of DE	220 Continental Drive, Suite 109, Newark, DE 19713
PHH US Mortgage Corporation	55 Haddonfield Road, Cherry Hill, NJ 08002
Peoples Mortgage Company, Inc.	City Line & Belmont Avenues, Bala Cynwyd, PA 19004
Philadelphia Mortgage Corporation	1601 Concord Pike, Wilmington, DE 19803
Pinnacle Mortgage Investment Corp.	1011 Centre Road, Suite 101-A, Wilmington, DE 19805
Plymouth Capital Company, Inc.	4700 Nathan Lane, Minneapolis, MN 55441-0421
Prudential Home Mortgage Company,	900 Clopper Road, Gaithersburg, MD 20878 100 S. Fifth Street, Minneapolis, MN 55402 8000 Maryland Avenue, Suite 1400, Clayton, MO 63105
Rockland Mortgage Corporation	7460 Lancaster Pike, Suite 5, Hockessin, DE 19707
Sears Consumer Financial Corporation of Delaware	601 College Square Shopping Center, Newark, DE 19711 3648 Silverside Road, Wilmington, DE 19801 107 Pennsylvania Avenue, Seaford, DE 19973 767 Walker Road, Dover, DE 19901 Commonwealth Building, Suite 206, Newark, DE 19702 1601 Maryland Avenue, Wilmington, DE 19805 3709 Kennett Pike, Greenville, DE 19807 25 Milltown Road, Wilmington, DE 19808 5912 Kirkwood Highway, Wilmington, DE 19805
Sears Mortgage Corporation	2500 Lake Cook Road, Deerfield, IL 60015-0329 3709 Kennett Pike, Greenville, DE 19807 1447 S. Governors Avenue, Dover, DE 19901
Security Pacific Financial Services	494 N. Dupont Highway, Dover, DE 19901 243 N.E. Front Street, Milford, DE 19963 517 Bridgeville Highway, Seaford, DE 19973 Concord Plaza, Naamans Building, Wilmington, DE 19810 220 Continental Drive, Newark, DE 19713

Shearson Lehman Hutton Mortgage Corporation	4456 Corporation Lane, Suite 142, Virginia Beach, VA 23462
Shelter Mortgage Services, Inc.	2036 Faulk Road, Wilmington, DE 19810
Signal Finance of Delaware, Inc.	4541 Kirkwood Highway, Wilmington, DE 19808
Society Mortgage Corporation	400 White Clay Center Drive, Newark, DE 19711
The Money Store/Delaware, Inc.	4512 Kirkwood Highway, Wilmington, DE 19808 314 S. State Street, Dover, DE 19901
Town Finance Corporation	120-C Astro Center, Newark, DE 19711
Transamerica Financial Services of Dover, Inc.	555 E. Loockerman Street, Dover, DE 19901 2 Penns Way, New Castle, DE 19720
Travelers Mortgage Services, Inc.	1601 Concord Pike, Wilmington, DE 19803 5 Neshaminy Interplex, Trevose, PA 19047
Weichert Mortgage Co., Inc.	340 Main Street, Madison, NJ 07940
Wellington Financial Corp.	4600 New Linden Hill Road, Wilmington, DE 19808
Weyerhaeuser Mortgage Company	1340 Treat Boulevard, Walnut Creek, CA 94596

OTHER LENDERS AUTHORIZED TO DO BUSINESS IN DELAWARE

1st Washington Mortgage Corporation	113 Rehoboth Avenue, Rehoboth Beach, DE 19971
Atlantic Home Mortgage Corp.	200 Continental Drive, Suite 107, Newark, DE 19713
CenTrust Mortgage Corporation	2500 Grubb Road, Suite 220, Wilmington, DE 19810
Collective Mortgage Services, Inc.	5301 Limestone Road, Suite 224, Wilmington, DE 19808
ComNet Mortgage Services, Inc.	2055 Limestone Road, Newark, DE 19711
Comfed Mortgage Co., Inc.	44 Middle Street, Lowell, MA 01853
Crossland Mortgage Corp.	1525 Irving Street, Rahway, NJ 07065
DMFC Mortgage Company	7799 Leesburg Pike, Tysons Corner, VA 22043
Delaware Mortgage Service Company	1003 Delaware Avenue, Wilmington, DE 19806
Delaware National Loan Corp.	361 Savannah Road, Lewes, DE 19958
Dime Real Estate Services-DE Inc.	1325 Franklin Avenue, Garden City, NY 11530
Dime Real Estate Services-PA Inc.	EAB Plaza-East Tower, 15th Floor, New York, NY 11556-0129
E. B. Mortgage Corporation	1122 Kenilworth Drive, Towson, MD 21204
Eastern Mortgage Corporation	11350 McCormick Road, Suite 300, Hunt Valley MD 21031
Empire of America Realty Credit Corp.	100 Seneca Street, 2 Empire Plaza, Buffalo, NJ 14203
Fairfax Mortgage Corporation	9403 Coastal Highway, Ocean City, MD 21842
First Boston Capital Group, Inc.	12th and Market Street, Wilmington, DE 19899
First Federal Savings, Harrisburg	234 North Second Street, Harrisburg, PA 17101
First General Mortgage Company	2500 Grubb Road, Suite 142, Wilmington, DE 19810
First Keystone Federal Savings Bank	1116 King Street, Wilmington, DE 19801
First Mortgage Corp.	1 Customer House Square, Wilmington, DE 19899
First Signature Bank & Trust Co.	190 Commerce Way, Portsmouth, NH 03802
Glenfed Mortgage Corporation	300 Harper Drive, Suite 202, Moorestown, NJ 08057
Goldome Reality Credit Corp.	205 Park Club Lane, Buffalo, NY 14231
Greentree Mortgage Corporation	10005 Atriums at Greentree, Marlton, NJ 08053
Home Owners Funding Corp. of America	18 Tremont Street, Boston, MA 02108

ICA Mortgage Corporation	4350 Executive Drive, Suite 335, San Diego, CA 92122
Imperial Savings Association	9275 SKy Park Court, San Diego, CA 92123
Independance One Mortgage Corp.	1209 Orange Street, Wilmington, DE 19801
Larsen Financial Resources, Inc.	1011 Route 22 West, Bridgewater NJ 09907
Lincoln Service Corporation	Rodney Square North, 11th Floor, Wilmington, DE 19899
MFS Service Corporation	4129 Highway One, Rehoboth Beach, DE 19971
Mortgage Associates, Inc.	5225 W. Woodmill Drive, Suite 42, Wilmington, DE 19808
Northeastern Mortgage Company, Inc.	5 Greentree Centre, Suite 204, Marlton, NJ 08053
Norwest Mortgage, Inc.	330 Second Avenue South, Minneapolis, MN 55440
PB Mortgage Corporation	1601 Concord Pike, Suite 83, Wilmington, DE 19801
Penn Savings Bank, F.S.B.	Rodney Square North, 11th Floor, Wilmington, DE 19899
Perpetual Mortgage Company	1951 Kidwell Drive, Suite 400, Vienna, VA 22182
Prudential Bank and Trust Company	200 Galleria Parkway, Suite 1900, Atlanta, GA 30339
Sentry Mortgage Company	1515 Market Street, Suite 1510, Philadelphia, PA 15102
Sovran Mortgage Corporation	The Fidelity Building, Philadelphia, PA 19109
Star States Mortgage Corporation	838 Market Street, Wilmington, DE 19899
Sussex Community Action Agency	144 E. Market Street, Georgetown, DE 19947
Town of Smyrna	27 S. Market Street Plaza, Smyrna, DE 19977
Underwood Mortgage and Title Company	P. O. Box 8304, Trenton, NJ 08650
Wilmington Home Ownership Corp.	800 French Street, Wilmington, DE 19801

MOTOR VEHICLE SALES FINANCE COMPANIES

All Valley Acceptance Company	Route 51 South, Uniontown, PA 15401
American Honda Finance Corporation	1030 Cambridge Square, Suite A, Alpharetta, GA 30201
Associates Commercial Corporation	740 E. Lancaster Avenue, Exton, PA 19341 1801 McCormick Drive, Landover, MD 20785
BMW Credit Corporation	600 Hart Road, Barrington, IL 60010
Burton Transportation Center, Inc.	U.S. 13 South, Seaford, DE 19973 High & Market Streets, Seaford, DE 19973
Centurion First Inc.	14 Village Square, Smyrna, DE 19977
Chase Manhattan Leasing Company (Michigan) Inc.	Circle Drive, Buchanan, MI 49107
Chemical Financial Corporation	1265 Drummer Lane, Wayne, PA 19087
Chrysler Credit Corporation	1104 Kenilworth Drive, Baltimore, MD 21204 200 Gibralter Road, Suite 201, Horsham, PA 19044 301 Lippincott Centre, Suite 201, Marlton, NJ 08053
Chrysler Financial Corporation	200 Gibralter Road, Suite 201, Horsham, PA 19044 1104 Kenilworth Drive, Baltimore, MD 21204 301 Lippincott Centre, Suite 201, Marlton, NJ 08053
Chrysler First Financial Services Corporation	Bellevue Building, Suite 101, Newark, DE 19702
Citicorp Acceptance Company, Inc.	Two Greentree Center, Suite 321, Marlton, NJ 08053 35 Braintree Hill Park, #200, Braintree, MA 02184 16825 Northchase, #320, Houston, TX 77060
Crescent Financial, Inc.	1623 Forest Drive, Suite 201, Annapolis, MD 21401
Deutsche Credit Corporation	2333 Waukegan Road, Deerfield, IL 60015
Discount Rent-A-Car, Inc.	1220 Centerville Road, Wilmington, DE 19808
Dover Leasing Co., Inc.	613 Clara Street, Dover, DE 19901
Dover Nissan, Inc.	1378 S. Dupont Highway, Dover, DE 19901
D.O.W. Finance Corp.	1220 Centerville Road, Wilmington, DE 19808
Fidelcor Services Inc.	1265 Drummers Lane, Suite 100, Wayne, PA 19087 214 W. Main Street, Suite 203, Moorestown, NJ 07057
First Manufactured Housing Credit Corporation	6704 Curtis Court, Glen Burnie, MD 21061

Ford Motor Credit Company	575 E. Swedesford Road, Suite 100, Wayne, PA 19087 5020 Campbell Boulevard, White Marsh, MD 21236
Foremost Financial Services Corporation	2905 Lucerne Drive, Grand Rapids, MI 49506
General Electric Capital Corporation	11121 Carmel Commons Boulevard, Pineville, NC 28134 600 W. Germantown Pike, Plymouth Meeting, PA 19462
General Electric Fleet Services, Inc.	600 W. Germantown Pike, Plymouth Meeting, PA 19462
General Motors Acceptance Corporation	3475 West Chester Pike, Newtown Square, PA 19073 1003 Mt. Hermon Road, Salisbury, MD 21801
General Motors Corporation	3475 West Chester Pike, Newtown Square, PA 19073 1003 Mt. Hermon Road, Salisbury, MD 21801
Green Tree Acceptance, Inc.	2200 Opitz Boulevard, Suite 245, Woodbridge, VA 22194
Heller Financial, Inc.	200 North LaSalle, Chicago, IL 60601
Home Owners Funding Corp. of America	7415 Pineville-Matthews Road, Charlotte, NC 28226
Household Finance Corporation II	Bay Court Plaza, Room 12, Route 113, Dover, DE 19901 Basin Road & Dupont Boulevard, New Castle, DE 19720 Chestnut Hill & Marrow Road, Newark, DE 19711 902 Norman Eskridge Highway, Seaford, DE 19973 4415 Kirkwood Highway, Wilmington, DE 19808 4115 Concord Pike, Wilmington, DE 19810 1421 Kristina Way, Chesapeake, VA 23320
Household Retail Services, Inc.	700 N. Wood Dale Road, Wood Dale, IL 60191 10065 E. Harvard Avenue, Suite 200, Denver, CO 80231 225 S. Lake Avenue, Suite LL105, Pasadena, CA 91105
Loyola Consumer Services, Inc.	1240 West Chester Pike, Suite 211, West Chester, PA 19382
Loyola Federal Savings and Loan Association	130 E. Main Street, Salisbury, MD 21801
Marine Midland Automotive Financial Corporation d/b/a Porsche Financial Services d/b/a Mazda American Credit d/b/a Jaguar Credit	305 Fellowship Road, Mt. Laurel, NJ 08054
Mercedes-Benz Credit Corporation	201 Merritt 7, Suite 700, Norwalk, CT 06856 400 Bellevue Parkway, Suite 100, Wilmington, DE 19809
Meridian Bank	35 N. Sixth Street, Reading, PA 19601
Meritor Savings Bank d/b/a PSFS	1234 Market Street, Philadelphia, PA 19107
Metlife Capital Credit Corporation	Ten Stamford Forum, Stamford, CT 06904
Nissan Motor Acceptance Corporation	990 West 190th Street, Torrance, CA 90502-1001

Norwest Financial Delaware, Inc.	49 Greentree Drive, Dover, DE 19901 1946 Maryland Avenue, Suite 22, New Castle, DE 19805
Oakwood Acceptance Corporation	1670 N. Dupont Highway, Dover, DE 19901
Phoenix Mobile Homes, Inc.	738 Pulaski Highw[illegible]bear, DE 19701
Progressive Acceptance Corporation	9933 East 16th Street, Tulsa, OK 74128
Reseda Finance Corporation	175 E. Olive Avenue, Burbank, CA 91502
Saab-Scania Financial Services Corp.	305 Fellowship Road, Mt. Laurel, NJ 08054
Sears Consumer Financial Corporation of Delaware	300 Knightsbridge Parkway, Lincolnshire, IL 60069
Sears, Roebuck & Co.	Six Neshaminy Interplex, Suite 400, Trevose, PA 19047
Security Pacific Automotive Financial Services Corp.	901 Elkridge Landing Road, Linthicum, MD 21090
Security Pacific Financial Services Inc.	Park Ridge Office Center, Pittsburgh, PA 15275 1111 Park Center Boulevard, Miami, FL 33169
Security Pacific Housing Services, Inc.	100 Berwyn Park, Suite 101, Berwyn, PA 19312 2800 Electric Road, Suite 105, Roanoke, VA 24018
Subaru Credit Corporation	305 Fellowship Road, Mt. Laurel, NJ 08057
The CIT Group/Sales Financing, Inc.	4003F Greentree Executive Campus, Marlton, NJ 08053
Toyota Motor Credit Corporation	9475 Deereco, Suite 200, Timonium, MD 21093
Transamerica Commercial Finance Corporation	10480 Little Patuxent Parkway, Columbia, MD 21044
VW Credit, Inc.	200 Gibralter Road, Suite 201, Horsham, PA 19044 1104 Kenilworth Drive, Towson, MD 21204 301 Lippincott Centre, Suite 201, Marlton, NJ 08053
Volvo Finance North America, Inc.	King Road, Building G, Rockleigh, NJ 07647
Whirlpool Financial Corporation	262 Quigley Boulevard, New Castle, DE 19720

PRENEED FUNERAL CONTRACTS

Beeson Funeral Home	412 Philadelphia Pike, Wilmington, DE 19809
Cape Henlopen Funeral Home, Inc.	752 Highway 1, Lewes, DE 19958
Doherty-Wickerson Funeral Homes, Inc.	1900 Delaware Avenue, Wilmington, DE 19806
Ernest M. Congo Funeral Home	210 North Grey Avenue, Wilmington, DE 19805
Faries Funeral Directors	29 S. Main Street, Smyrna, DE 19977
Fleischauer Funeral Home	48 West Market Street, Greenwood, DE 19950
H. E. Hardesty & Sons	202 Laws Street, Bridgeville, DE 19933
Hastings Funeral Home, Inc.	19 South Main Street, Selbyville, DE 19975
James T. Chandler & Son, Inc.	2506 Concord Pike, Wilmington, DE 19803
Krienon-Griffith, Inc.	1400 Kirkwood Highway, Wilmington, DE 19805
Marshall H. Yeatman & Son, Inc.	819 Washington Street, Wilmington, DE 19801
Marvel-Short Funeral Home	21 Grove Street, Delmar, DE 19940
McCrery Funeral Homes, Inc.	3924 Concord Pike, Wilmington, DE 19803
McKnatt Funeral Home	50 Commerce Street, Harrington, DE 19952
Michael A. Mealey & Sons, Inc.	703 North Broom Street, Wilmington, DE 19805
Parsell, Atkins & Lodge Funeral	119 West 4th Street & Rt. 1, Lewes, DE 19958
Robert T. Jones and Son, Inc.	122 West Main Street, Newark, DE 19711
Schoellberg Memorial Chapel, Inc.	519 Philadelphia Pike, Wilmington, DE 19809
Spicer-Mulliken Funeral Homes, Inc.	1000 North DuPont Parkway, New Castle, DE 19720
Torbert Funeral Chapel	61 South Bradford Street, Dover, DE 19901
Trader Funeral Home, Inc.	12 Lotus Street, Dover, DE 19901
Watson Funeral Home	211 Washington Street, Millsboro, DE 19966
William A. Berry Funeral Homes Inc.	119 N. W. Front Street, Milford, DE 19963
Windsor-Disharoon Funeral Home	700 West Street, Laurel, DE 19956
Youngs Funeral Homes, Inc.	526 Union Street, Milton, DE 19968

CASHING OF CHECKS, DRAFTS AND MONEY ORDERS COMPANIES

Steve-Al, Inc. 1204 Centerville Road, Wilmington, DE 19808

SALE OF CHECKS, DRAFTS AND MONEY ORDERS COMPANIES

American Express Travel Related Services Co, Inc.	American Express Tower, New York, NY 10285-4775
BankAmerica Corporation	555 California Street, San Francisco, CA 94104
Barclays Bank PLC	120 Broadway, New York, NY 10005
Citicorp Services Inc.	8430 West Bryn Mawr Avenue, Chicago, IL 60631
Comdata Network, Inc.	2209 Crestmoor Road, Nashville, TN 37215
GENS Limited Partnership	14 Commerce Street, Baltimore, MD 21222
Merchants Express Money Order Company	1029 Mumma Road, Wormleysburg, PA 17043
Republic Money Orders, Inc.	1900 Pacific Avenue, 9th Floor, Dallas, TX 75201
Travelers Cheque Associates Limited	154 Edward Street, Brighton, Sussex BN2, England
Travelers Express Company, Inc.	1550 Utica Avenue South, Minneapolis, MN 55416

TRANSPORTATION OF MONEY AND VALUABLES COMPANIES

Bennett Courier, Inc.	335 Martin Street, Dover, DE 19903
Brooks Armored Car Service, Inc.	4200 Governor Printz Boulevard, Wilmington, DE 19899-1223
Federal Armored Express, Inc.	7675 Canton Center Drive, Baltimore, MD 21224
Loomis Armored Inc.	10 Corporate Place S., Piscataway, NJ

NOTES

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